

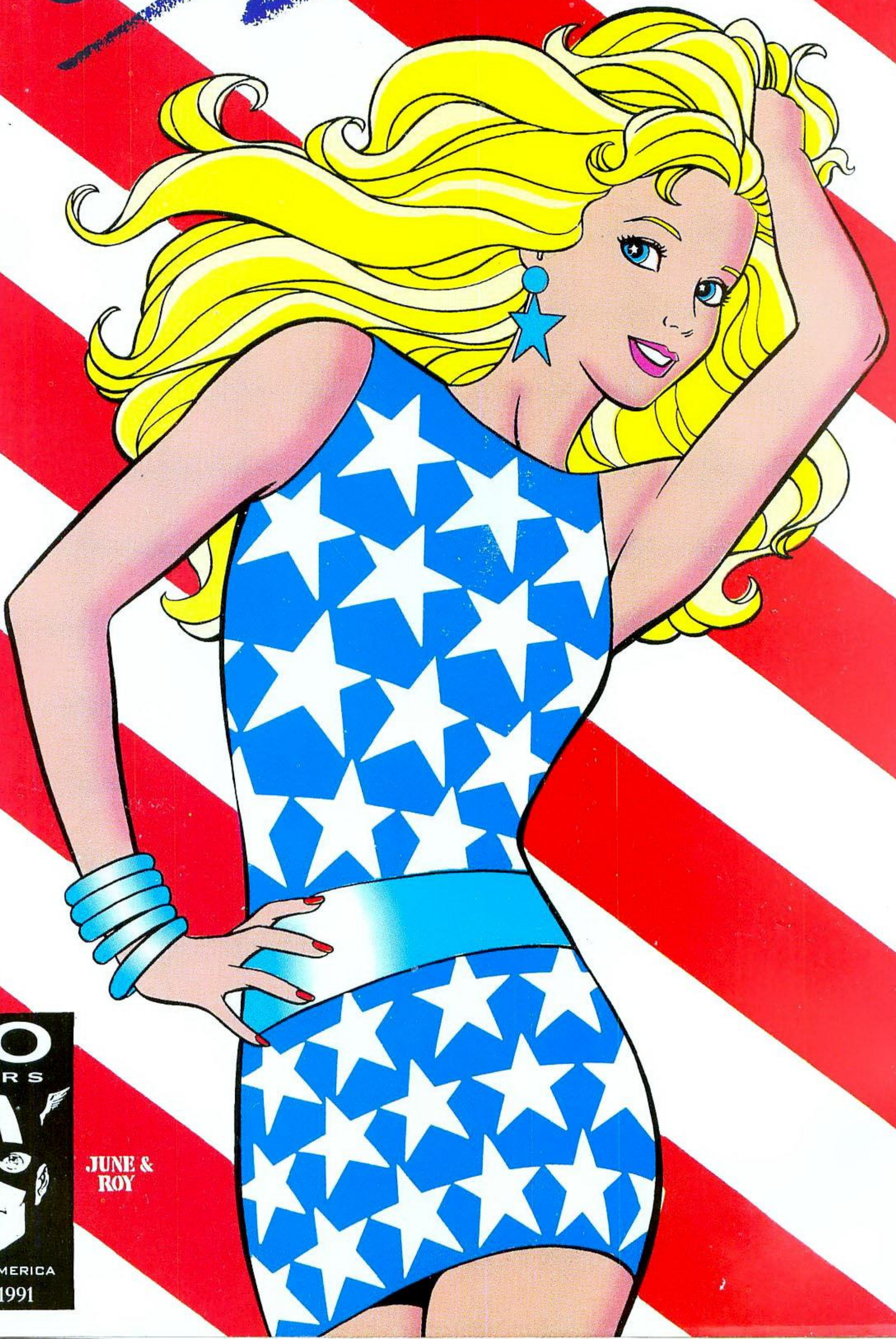
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6
JUNE
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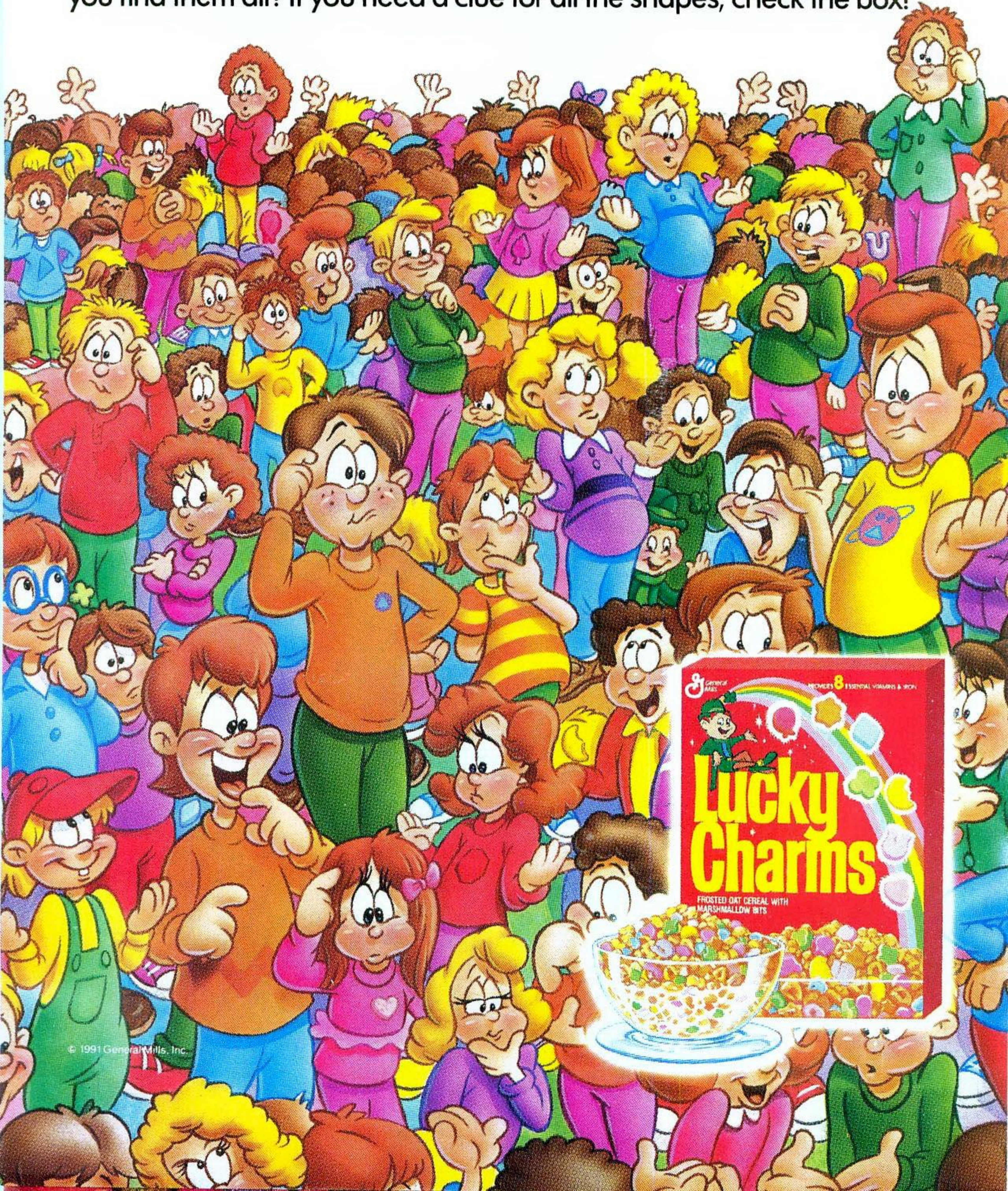
BarbieTM FASHION



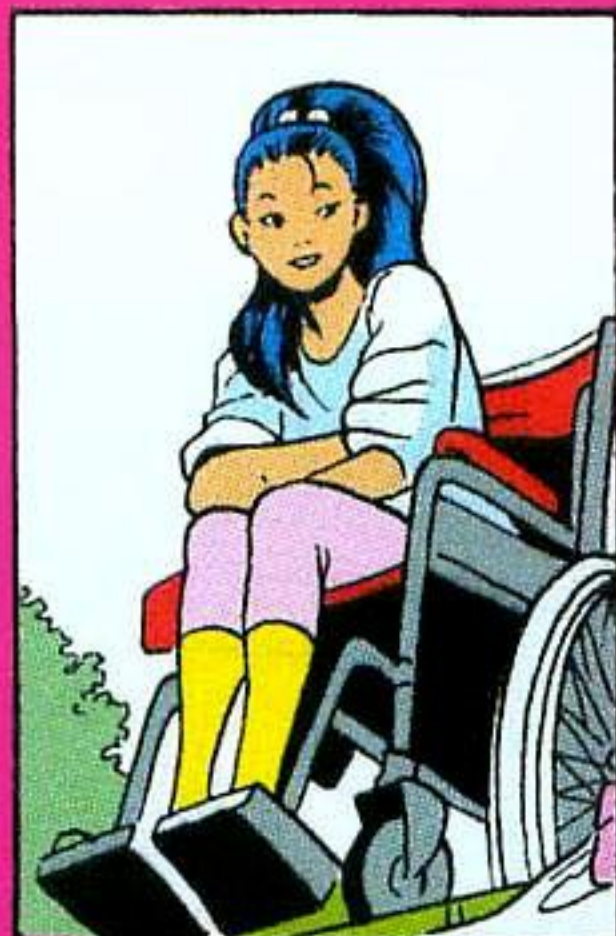
JUNE &
ROY

LUCKY AND HIS DELICIOUS MARSHMALLOW SHAPES ARE HIDDEN!

To keep people from getting his Lucky Charms cereal, Lucky's hidden himself and his seven marshmallow shapes somewhere in this picture. Can you find them all? If you need a clue for all the shapes, check the box!



BARBIE



ABILITY

It's what you can do that counts!

PAGE
2

PAGE
14

BE A SPORT

Skipper and Courtney attend the School of Hard Knocks!



CULTURE CAT

Pawprints and paintings don't mix!

PAGE
25

PAGE
24

CRAFT SHOP

Wrap it up!



Fashion

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Barbie™

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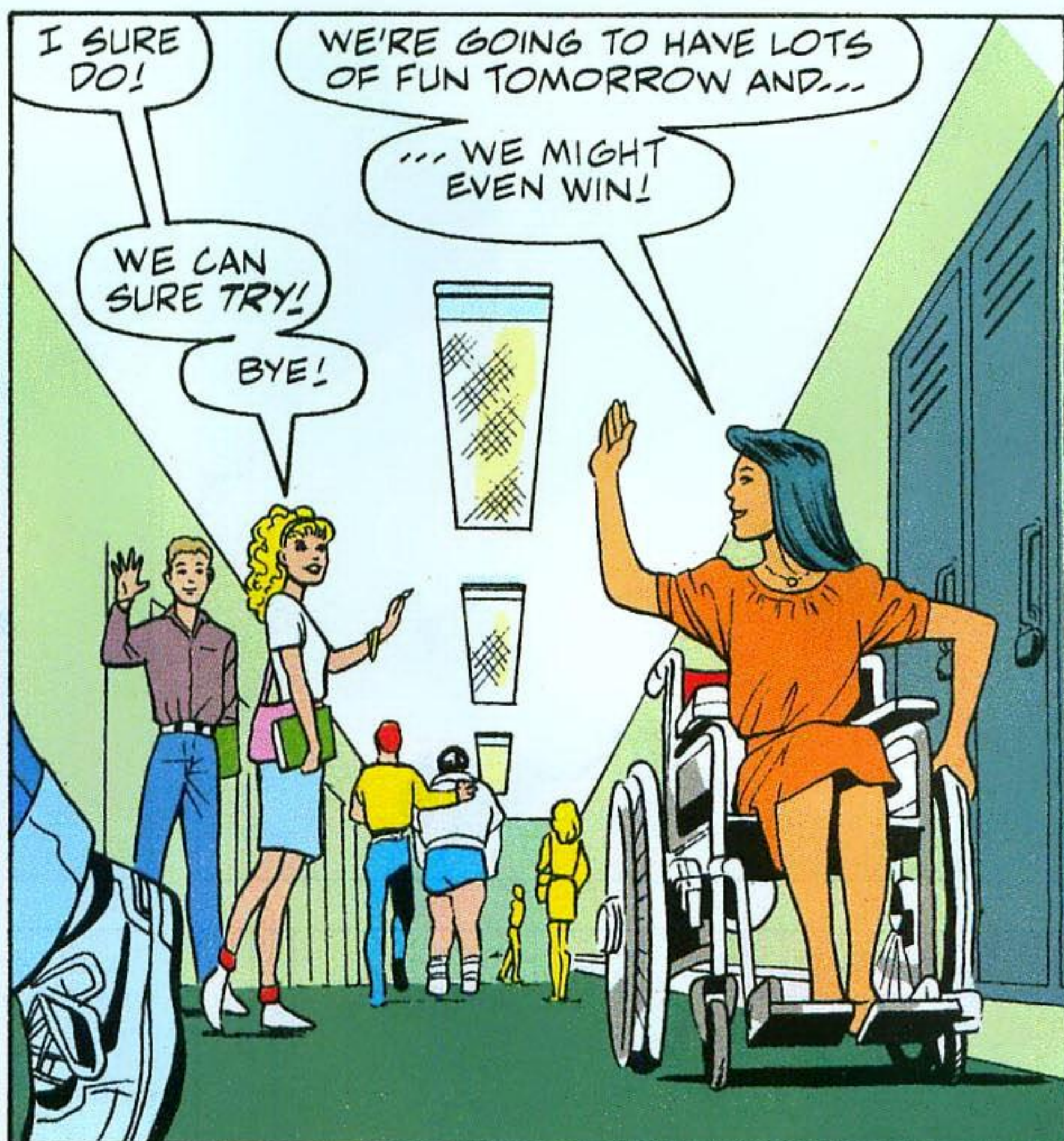
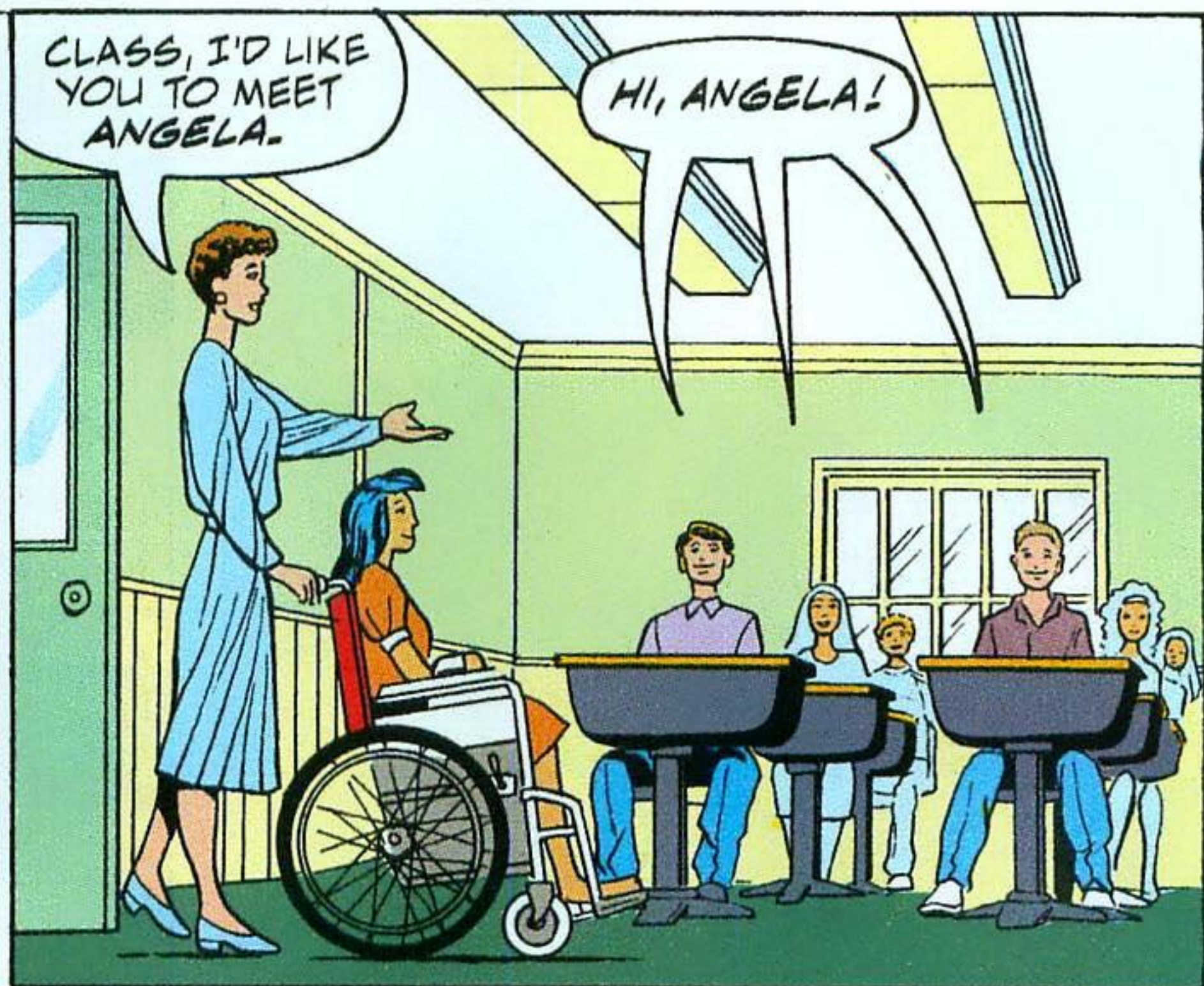
ABILITY

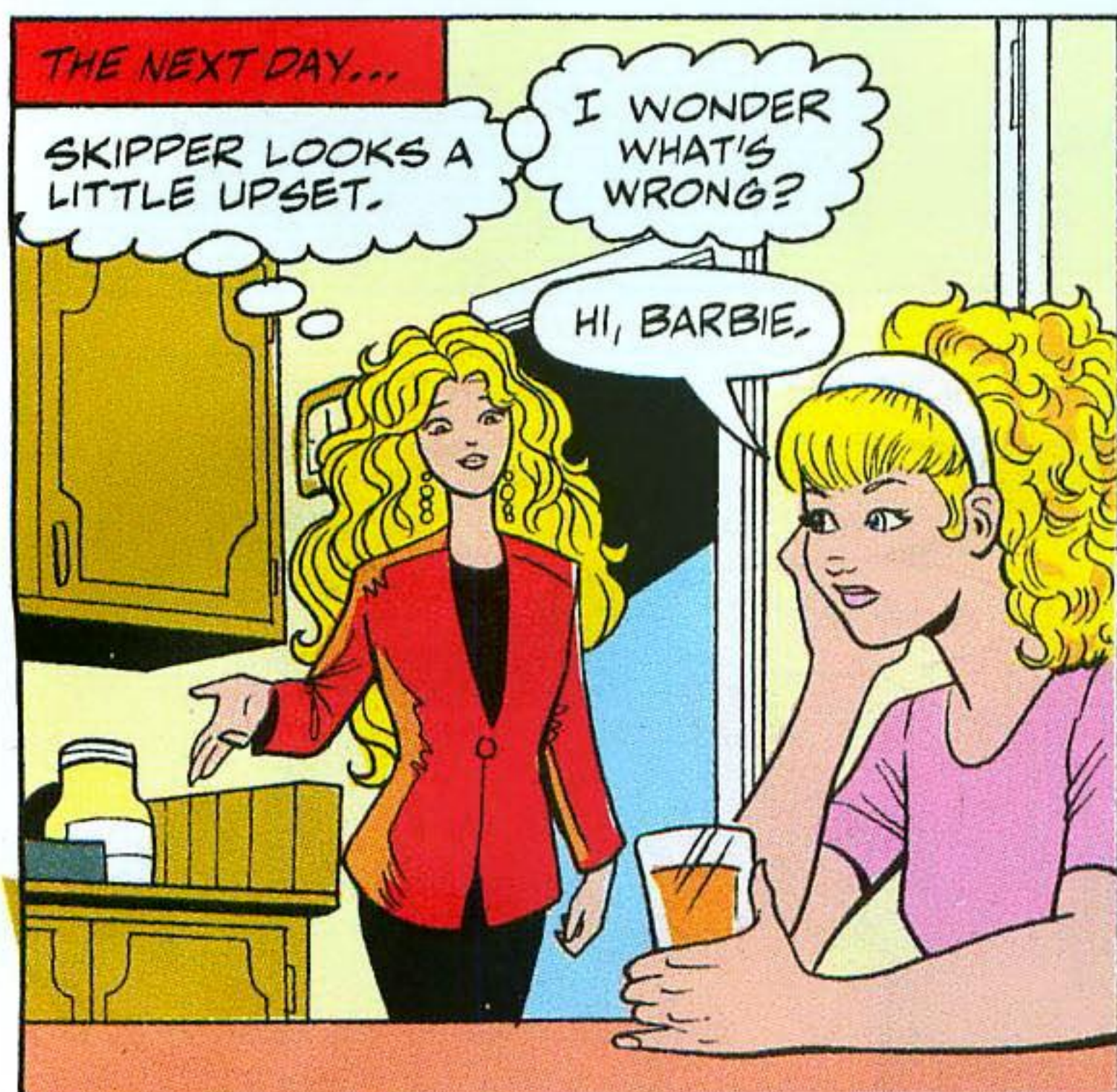
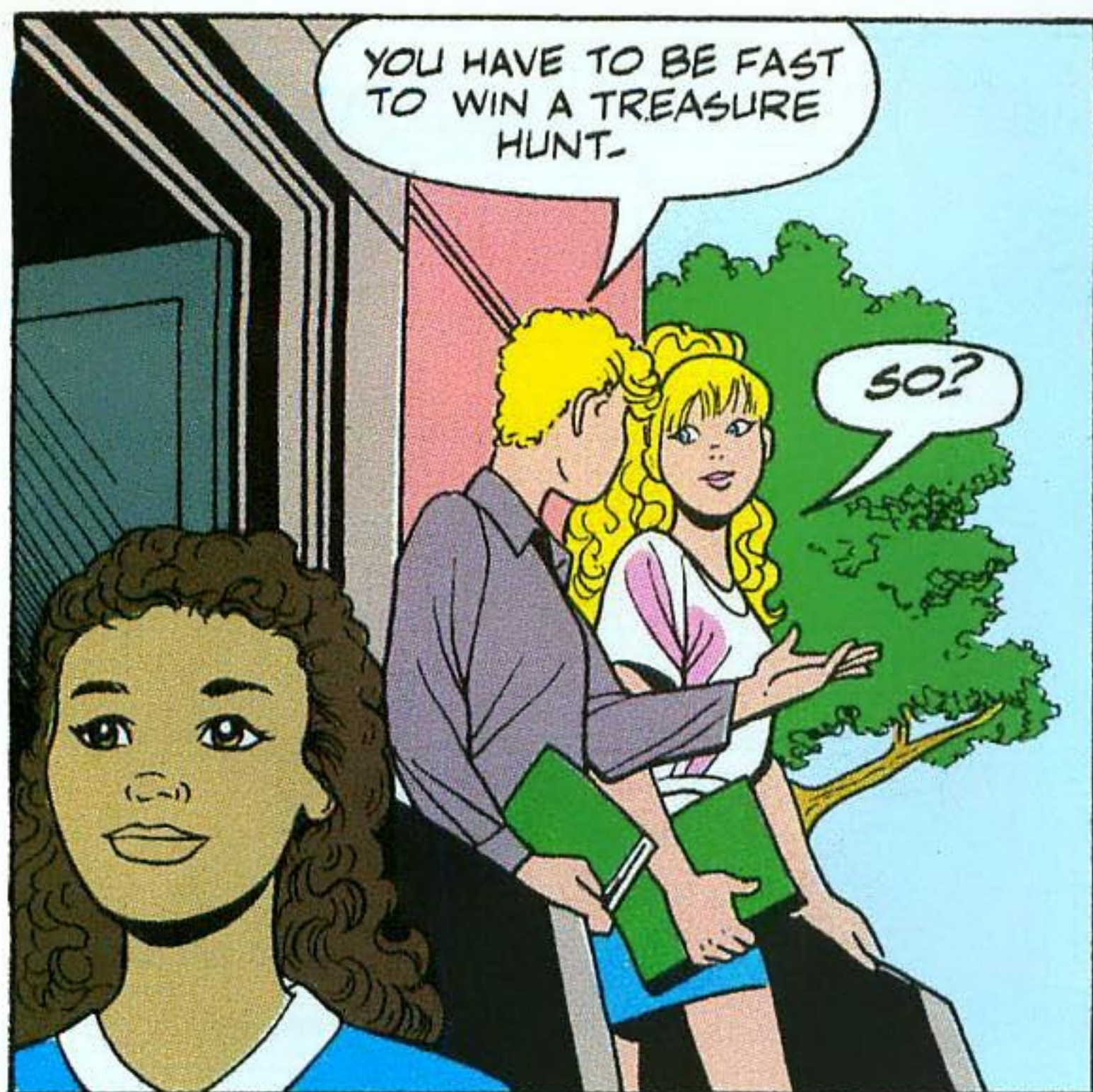
I CAN'T WAIT FOR THE
NATURE TREASURE HUNT
TOMORROW, SKIPPER!

ME, TOO, BOB! ALL OF THE
CLUES HAVE SOMETHING
TO DO WITH THE
ENVIRONMENT!

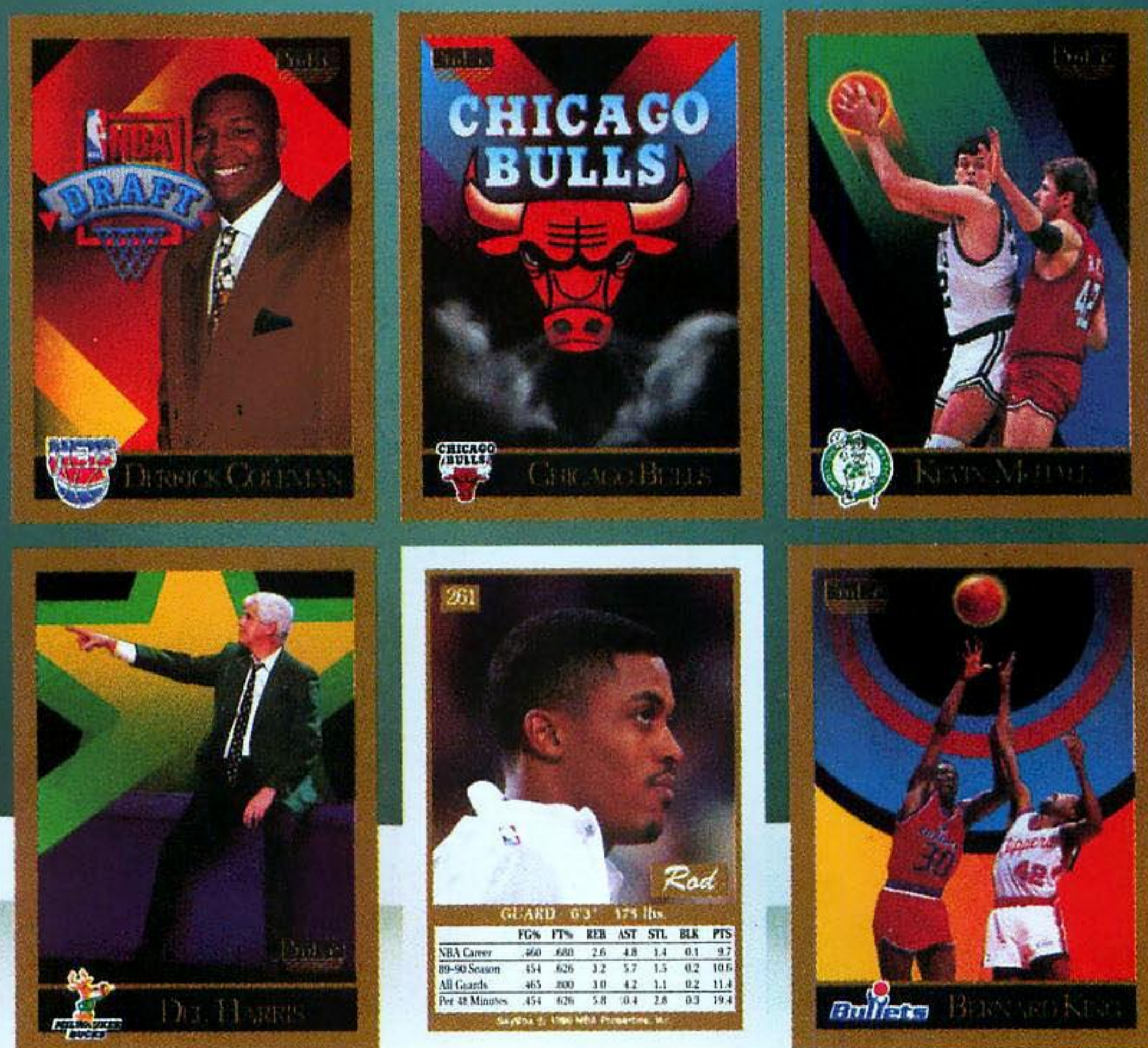
DO YOU KNOW
WHAT THE PRIZE
FOR WINNING IS?

I HAVEN'T
GOT A CLUE!





This isn't a computer game.



This is the real stuff.

SkyBox™, the real stuff from the NBA, is back in action with new Series II cards, including coaches, lottery draft picks, both new and traded players and team logo cards.

Like all the Inaugural Edition SkyBox cards, Series II cards were created by a team of graphic artists and computer designers using state-of-the-art technology.

The results are spectacular. The front of each player card features a unique computer-generated background that emphasizes

movement and action. On the back of each player card is a personality shot of the player and statistics generated by the official NBA Scouting Computer.

Look for SkyBox Series II cards wherever you buy trading cards.

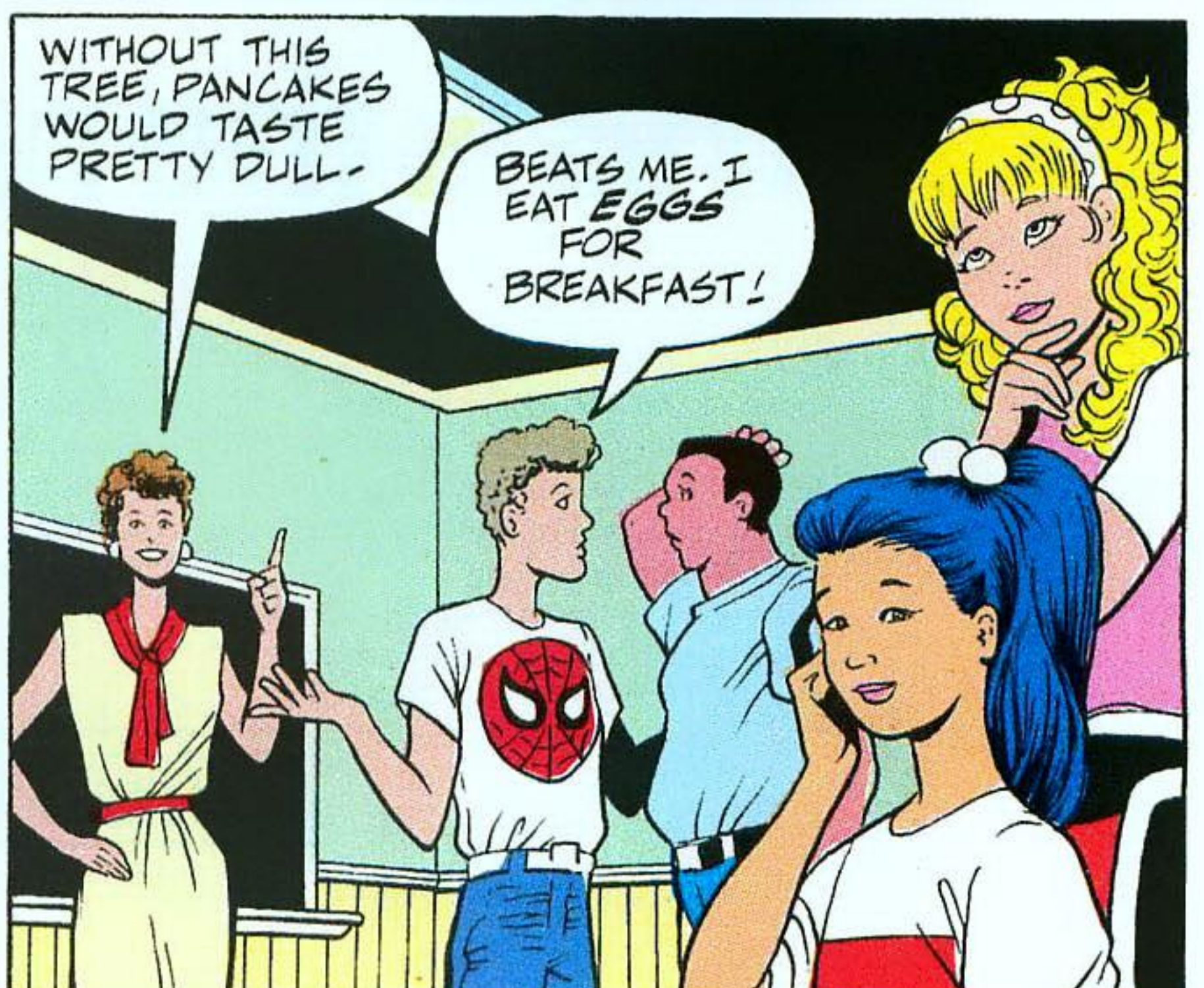
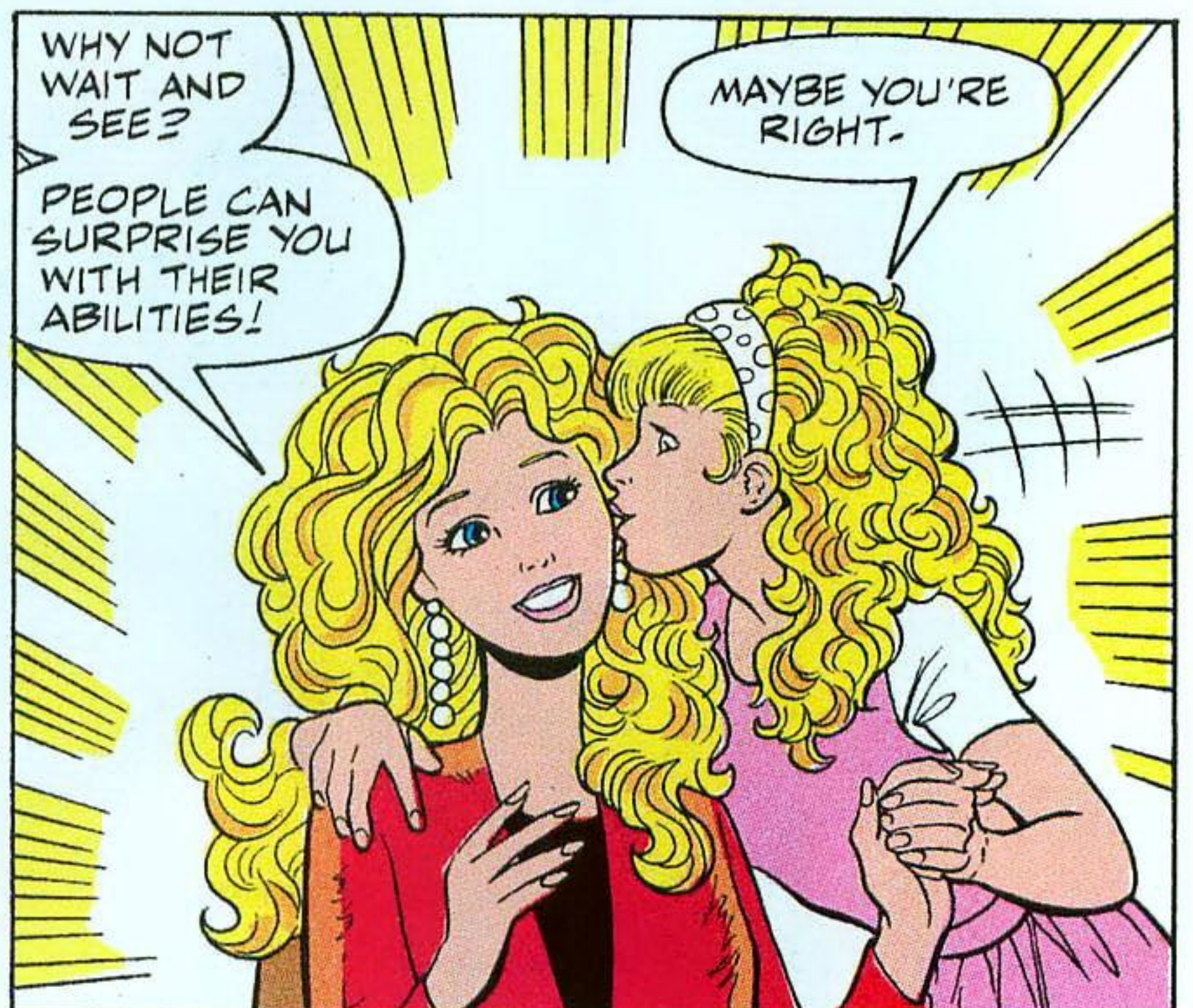
They're the real stuff.

Exclusive Free Offer: For a Special Limited Edition NBA Logo Card, send your full name, address, and date of birth to SkyBox, P.O. Box 2600-M, Salisbury, MD 21802.



SKYBOX™

The future of trading cards has never looked better



**HELP SAVE
MARY JANE!**
CALL 1-900-740-8888
\$1.75 FIRST MINUTE; 95¢ EACH ADDITIONAL
MINUTE. MAXIMUM CALL 3 MINUTES.

HOW TO PLAY AND WIN PRIZES!

1. Call 1-900-740-8888.
2. Answer Spider-Man trivia to help Spidey scale the wall.
3. Battle villains with the keys on your touchtone phone. Press # to defeat Hobgoblin. Press * to fend off Dr. Octopus.
4. Win prizes (comics, trading cards, watches, and Marvel Universe Handbook collections!) The higher you go, the more you win!
5. Game runs March 8, 1991 to May 31, 1991.

PRIZE CLAIM

To claim your prize, print your name, age, address, and prize claim number on a 3 x 5 card and send it to:

**Marvel Comics
Dept. 900-HELP SPIDEY
387 Park Avenue South
New York, New York 10016**

All prizes must be redeemed by June 30, 1991.
You must have a touchtone phone to play.



WIN A 10 VOLUME MARVEL® LIBRARY!

PLUS...

A Spider-Man
Watch!
Marvel Trading
Cards!
A Comic Book!

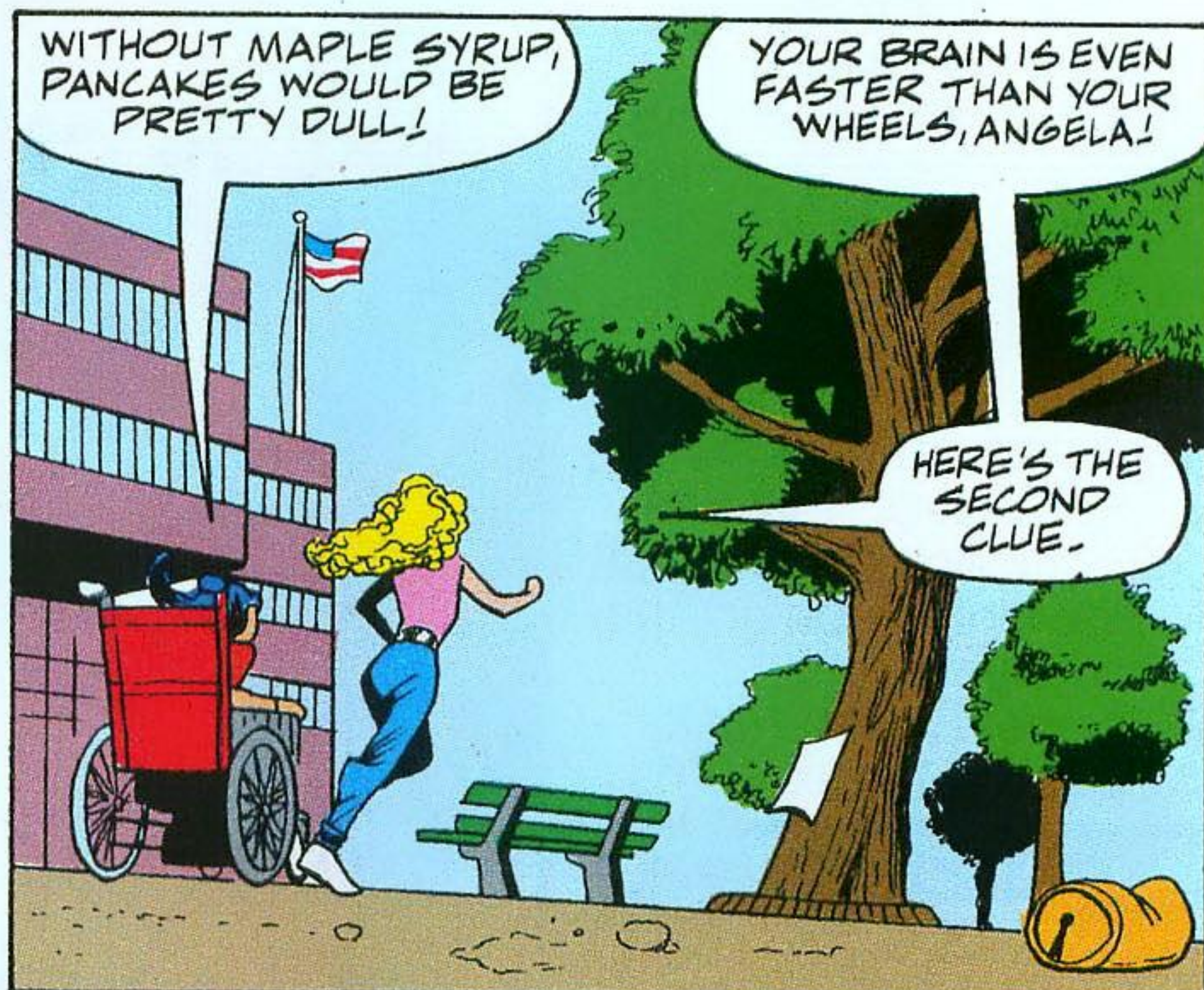
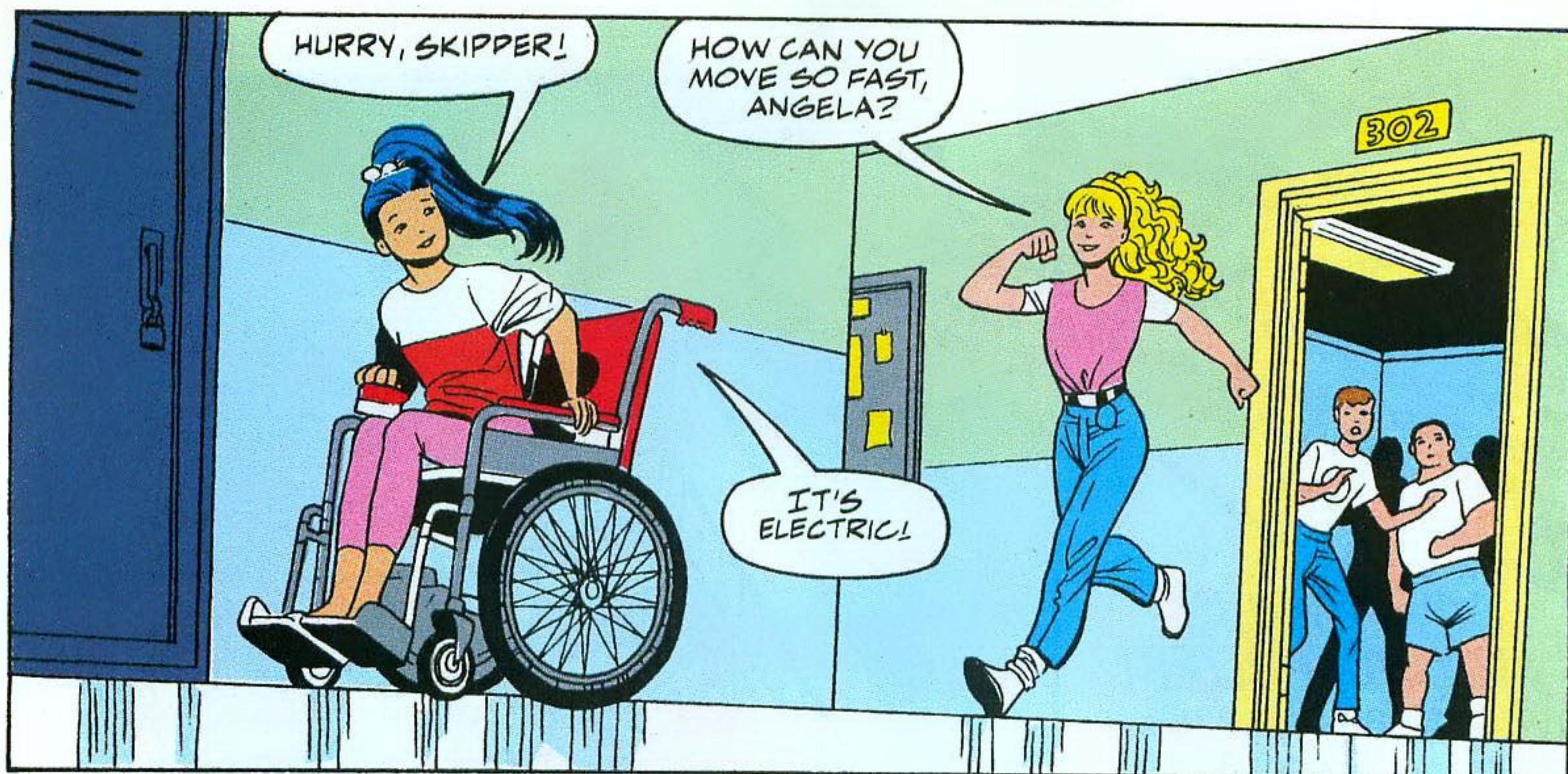


SPIDER-MAN TRIVIA GAME OFFICIAL RULES AND REGULATIONS

1. Spider-Man Trivia Game, sponsored by Phone Programs USA Inc. ("PPI") and Marvel Entertainment Group, Inc. ("Marvel"), is an interactive telephone game of skill requiring knowledge of the "Spider-Man" character as found in various Marvel publications. 2. Game runs 3/8/91-5/31/91. 3. Touchtone callers may play by dialing 1-900-740-8888, anywhere in the continental United States, 24 hours a day. 4. No minimum age but anyone under 18 must get parental permission before calling. Prizes won by persons under 18 shall be awarded in their name to their parent(s) or legal guardian(s). 5. Each call is \$1.75 for the first minute and \$.95 for each additional minute. Maximum 3 minutes. Limit 4 calls per week, per household. 6. Callers shall hear an introduction to the game and his telephone number shall be captured for call limiting purposes. The caller has 2 minutes to advance as far as possible. Each call is a separate game. 7. Game begins at Question 1. Callers have 3 opportunities to correctly answer any 1 of 20 multiple choice questions or the game ends. If he answers any 1 correctly, the caller goes on to Question 2. 8. Question 2 is a set of fill-in questions. The caller has 3 opportunities to answer correctly any 1 of 20 questions or the game ends. If he answers any 1 correctly, the caller goes on to Confrontation Round One. 9. In Confrontation Round One, the caller is challenged by 1 of 2 opponents which shall rotate randomly. Each opponent has 4 scenarios which shall rotate. The caller gets 1 randomly-selected scenario per call. If he

responds correctly, the caller goes on to Question 3 or the game ends. 10. The third set of questions are multiple choices with 3 opportunities to answer any 1 of 20 questions correctly and advance to Question 4 or the game ends. 11. Question 4 is a set of fill-in questions. The caller must answer in 3 tries, any 1 of 20 questions correctly to continue on to Question 5 or the game ends. 12. Question 5 is a set of multiple-choice questions. The caller must answer correctly in 3 tries, any 1 of 20 questions to get to Confrontation Round Two or the game ends. 13. In Confrontation Round Two, the caller gets the opponent he did not get in Confrontation Round One. The opponent has 4 rotating scenarios. The caller shall be given 1 randomly-selected scenario per call. If the caller responds correctly, he goes on to Question 6 or the game ends. 14. Question 6 is a set of fill-in questions. The caller must answer in 3 tries, any 1 of 20 questions correctly to continue on to Question 7 or the game ends. 15. Question 7 is a set of multiple-choice questions. The caller must answer any 1 of 20 questions correctly in 3 tries or the game ends. If he answers correctly, he wins a prize and goes on to the Final Question. 16. Question 8 is 1 fill-in question. If the caller answers correctly, he wins a prize. If he has not exhausted time, he shall return to the same question in Question 8 and attempt to answer it correctly until the time is up. 17. The caller then shall be told what prize(s) he won and given a prize claim number and instructed how to claim his prize. He must forward the prize claim by 6/31/91. 18. The prize for the First

Level is a Marvel comic book; the Second Level prize is a comic book and trading card pack; for the Third Level, a comic book, trading card pack and watch; and for the Fourth Level, a comic book, trading card pack, watch, and "The Official Handbook of the Marvel Universe" a 10 volume collection. All prizes have been provided at cost by Marvel Entertainment Group, Inc.; each prize valued under \$25. 19. PPI and Marvel reserve the right to add or replace questions at any time and cancel the game at any time. Players waive any claim or right in the event of any ambiguity or error in any questions or answers; and, by entering, players agree to be bound by and subject to these official rules and to be subject to the decisions of PPI and Marvel whose decisions are final. Players acknowledge that the correct answers to all questions are those provided and validated by PPI and Marvel. 20. Sponsors and their Service Provider are not responsible or liable for incorrect or inaccurate entry of information by callers, technical malfunctions of the telephone network, computer equipment, software or any combination thereof, or lost or delayed data transmissions. 21. Void where prohibited. Employees and families of PPI, Marvel, Call Interactive, and their affiliated companies are not eligible. All federal, state and local laws and regulations apply. 22. Free Rules may be obtained in person from PPI, 919 Third Avenue, New York, New York 10022, during normal business hours, or write "Spider-Man Trivia," c/o PPI, P.O. Box 7012, FDR Station, New York, New York 10022.



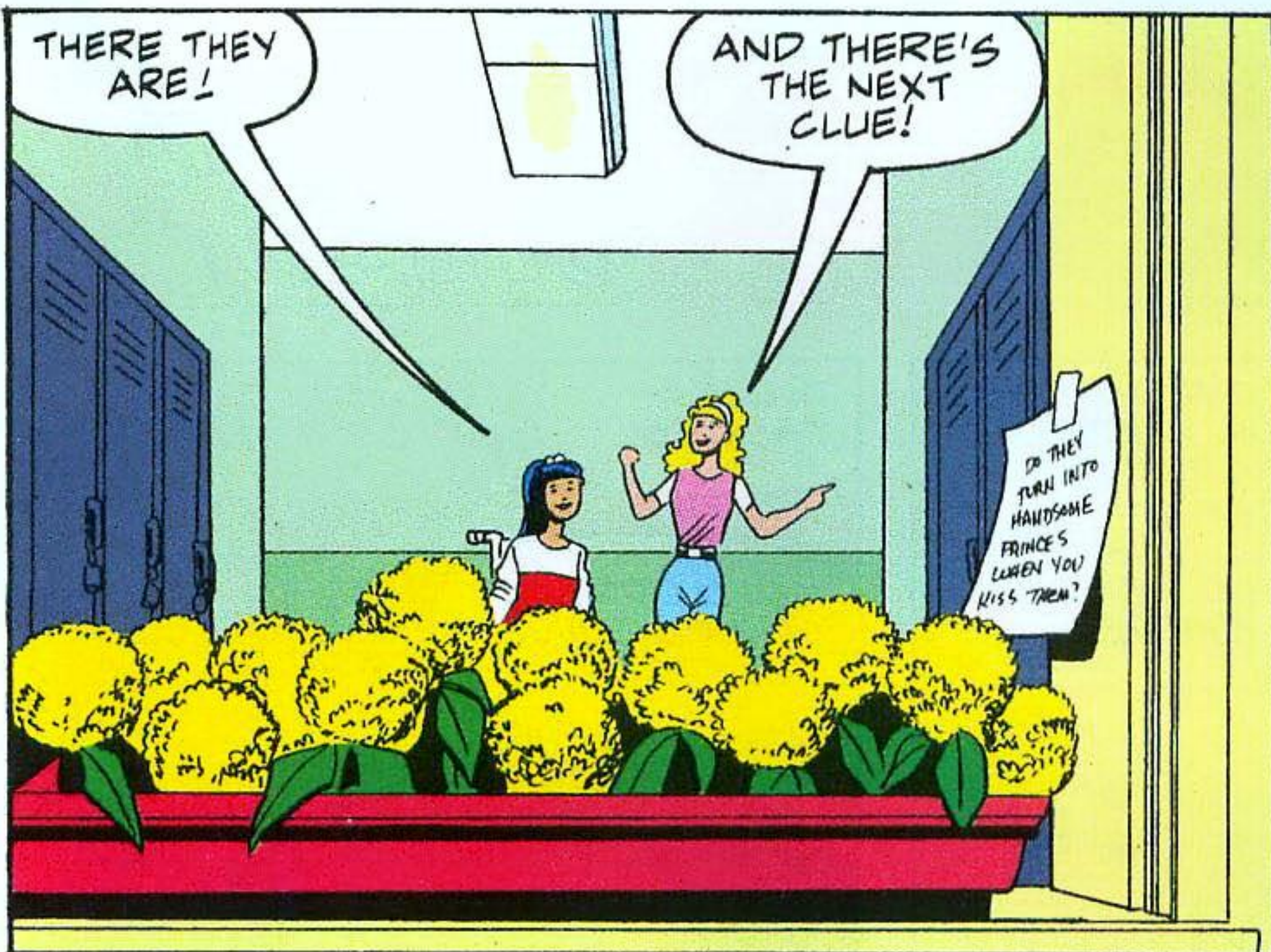
TO THE WINDOWSILL
FULL OF MUMS!



GOOD THINKING,
SKIPPER! MUM'S
THE WORD!

THERE THEY
ARE!

AND THERE'S
THE NEXT
CLUE!



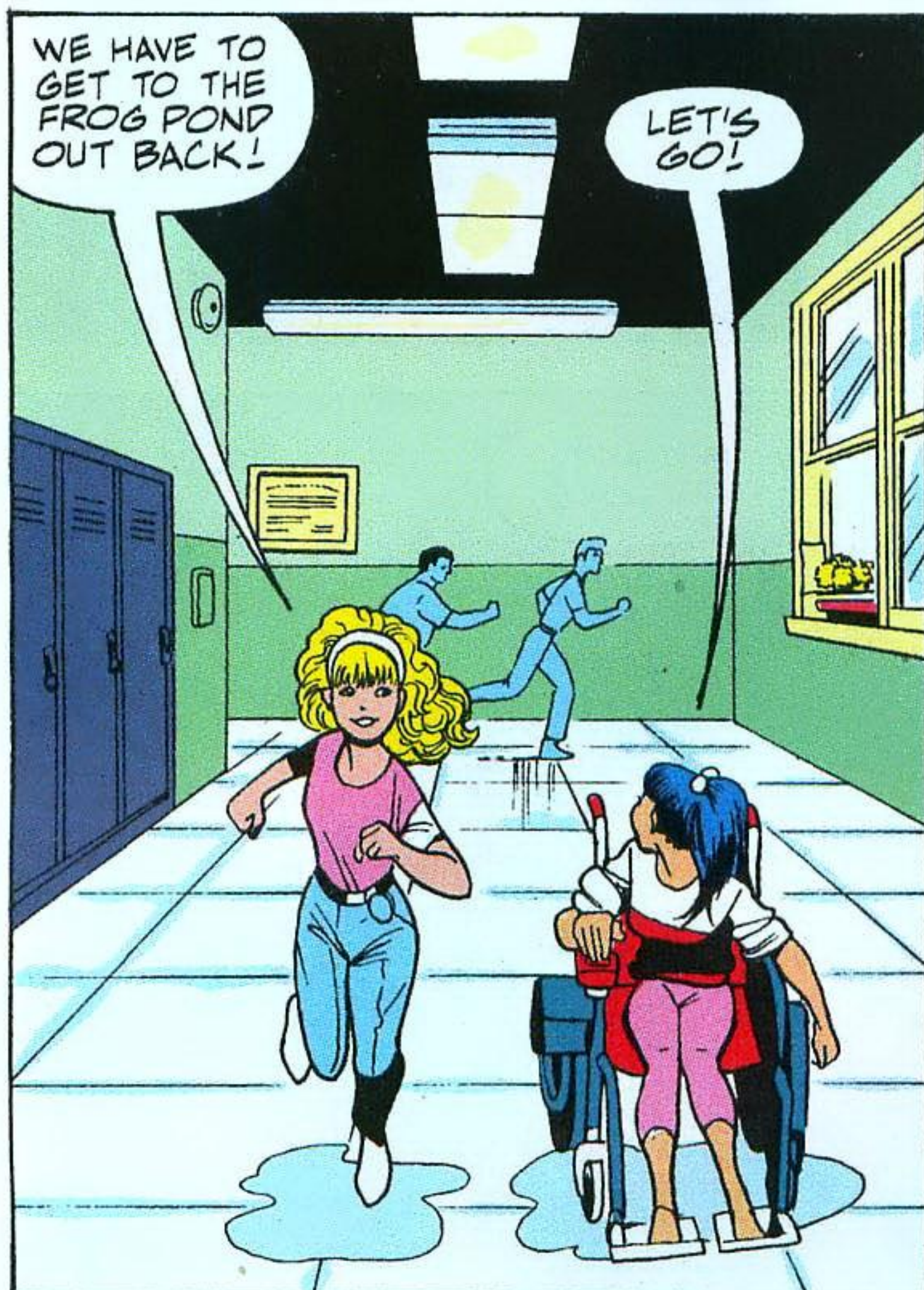
"DO THEY TURN
INTO HANDSOME
PRINCES WHEN
YOU KISS
THEM?"

YUCK!
THIS ONE
IS EASY!



WE HAVE TO
GET TO THE
FROG POND
OUT BACK!

LET'S
GO!

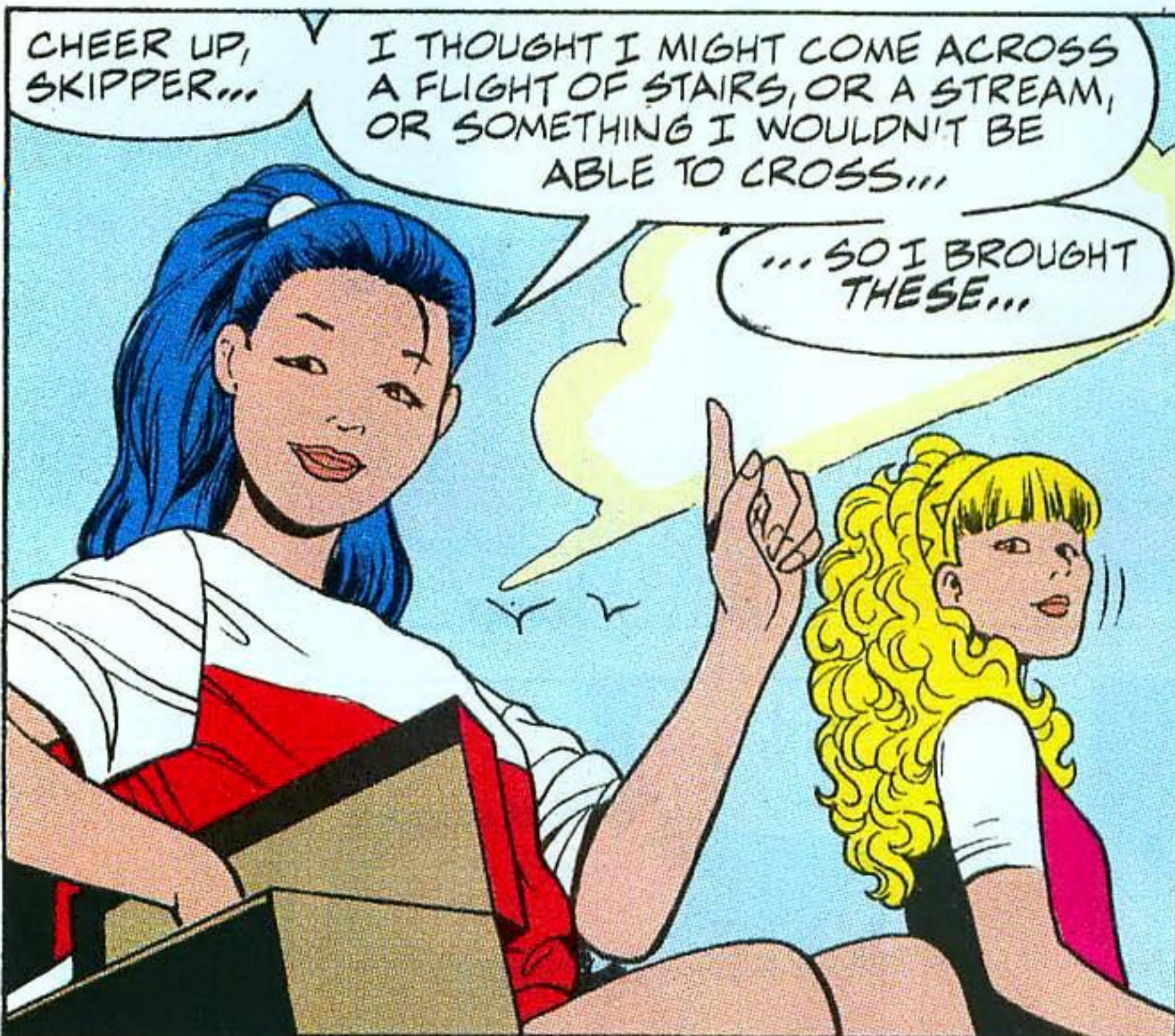


NOT MUCH
FARTHER NOW,
ANGELA!

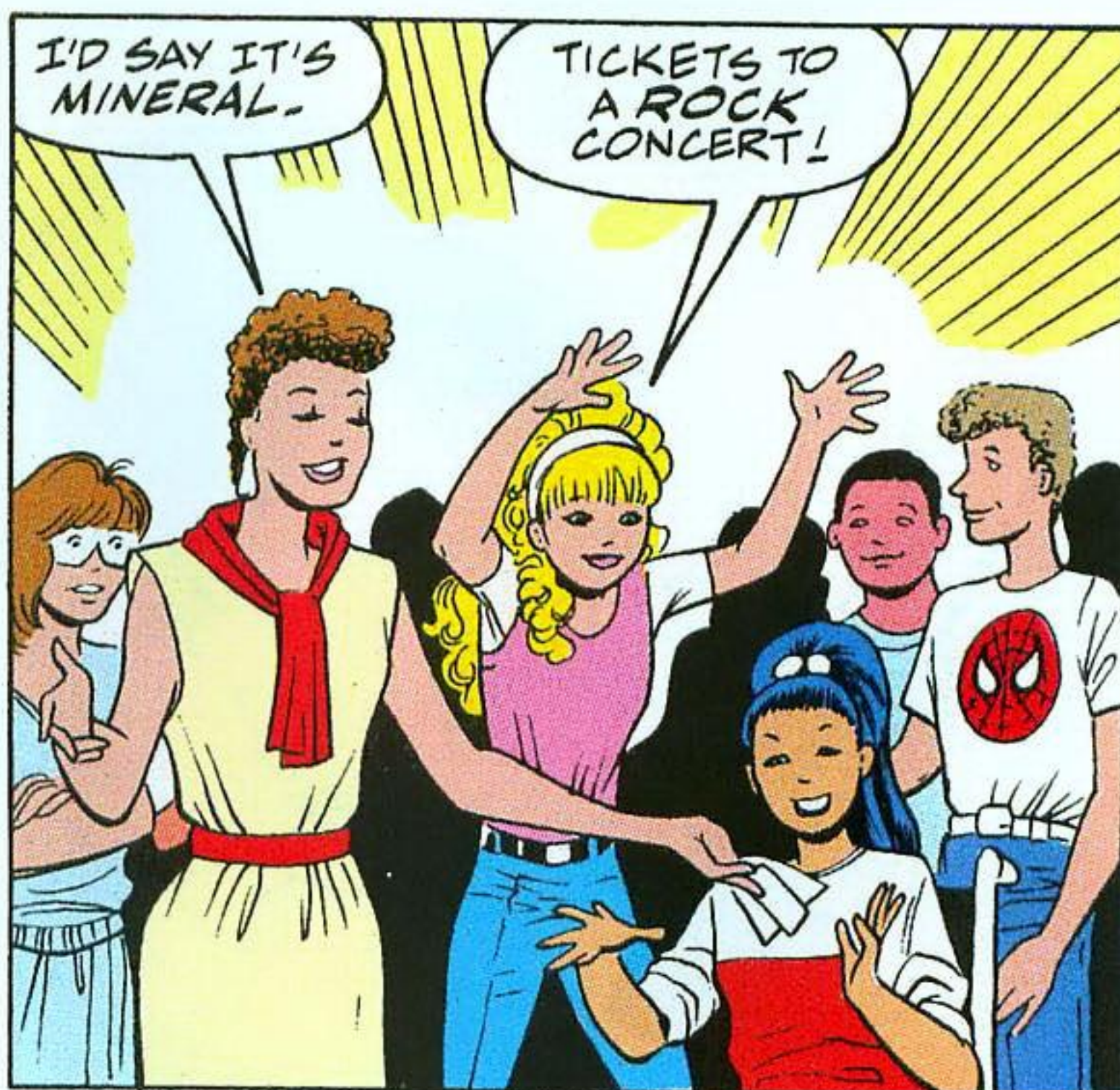
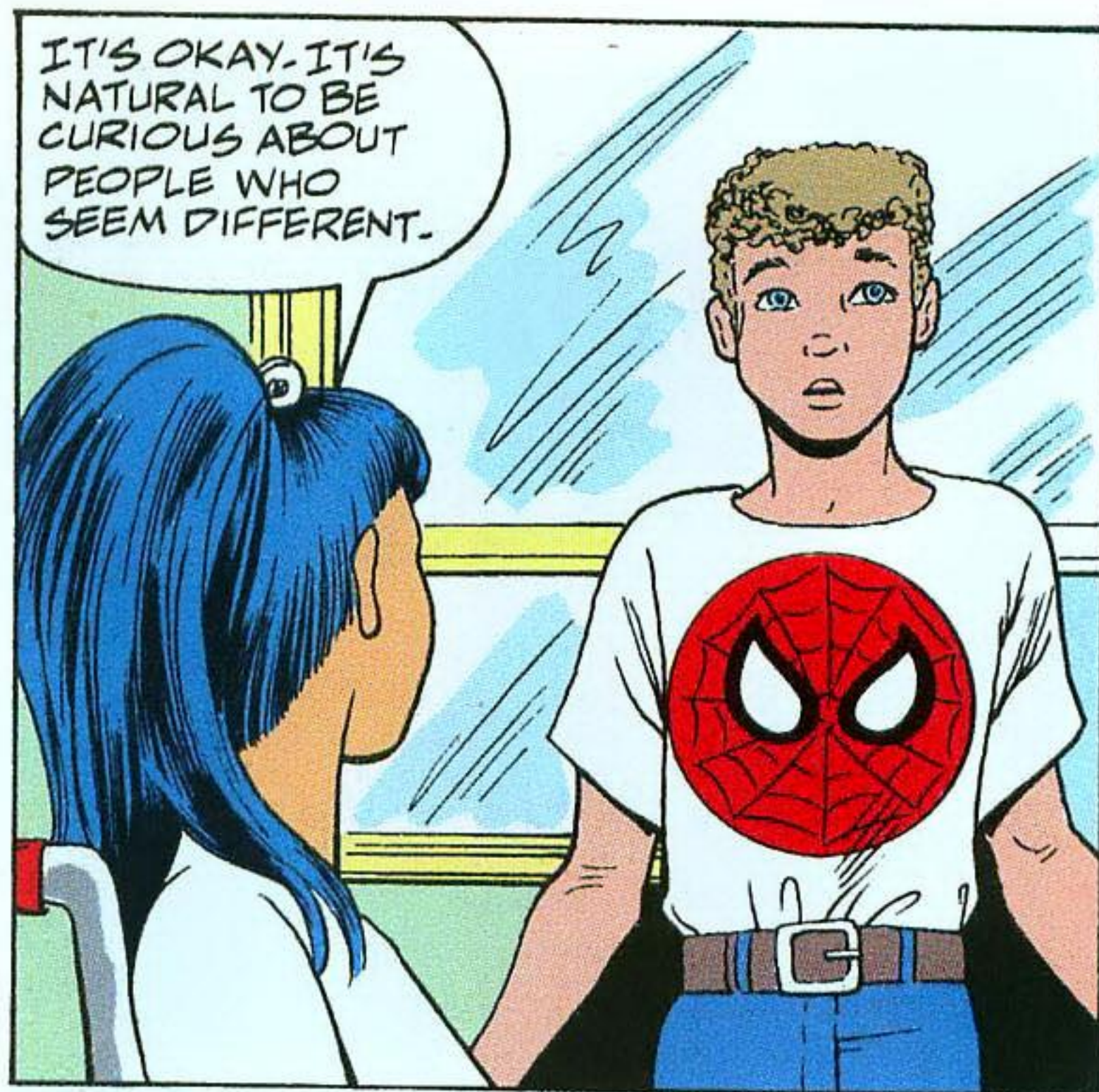
THIS IS AS FAR
AS I CAN GO.

WHAT DO
YOU MEAN?









END

**HERE'S A PRODUCT
EVERY MARVEL FAN
CAN GET INTO...**



**\$19.95
each
plus \$5.00
shipping
and
handling**

Send For Your Marvel Slumber Bag(s) Today!

To order your Marvel Slumber Bag(s), fill out this coupon (or a photocopy of the coupon) and mail it, along with a check or money order, to:

The Marvel Slumber Bag Offer

P.O. Box 2357

Young America, MN 55553-2357

Make check or money order payable to: **Marvel Slumber Bags**

I want to order the following slumber bag(s) at \$19.95 each plus \$5 shipping and handling for a total of \$24.95 per bag:

☐ Spider-Man (A) ☐ Captain America (B) ☐ Super Heroes™ (C)

Name (Print Clearly) _____

Street Address _____

(No P.O. Boxes) _____

City _____

State _____

Zip _____

Allow eight to ten weeks for delivery. Offer expires August 1, 1991.

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Barbie™

IN

BE A SPORT

GOOD MORNING,
SKIPPER AND
COURTNEY. ARE
YOU DOING ANY-
THING INTERESTING
TODAY?

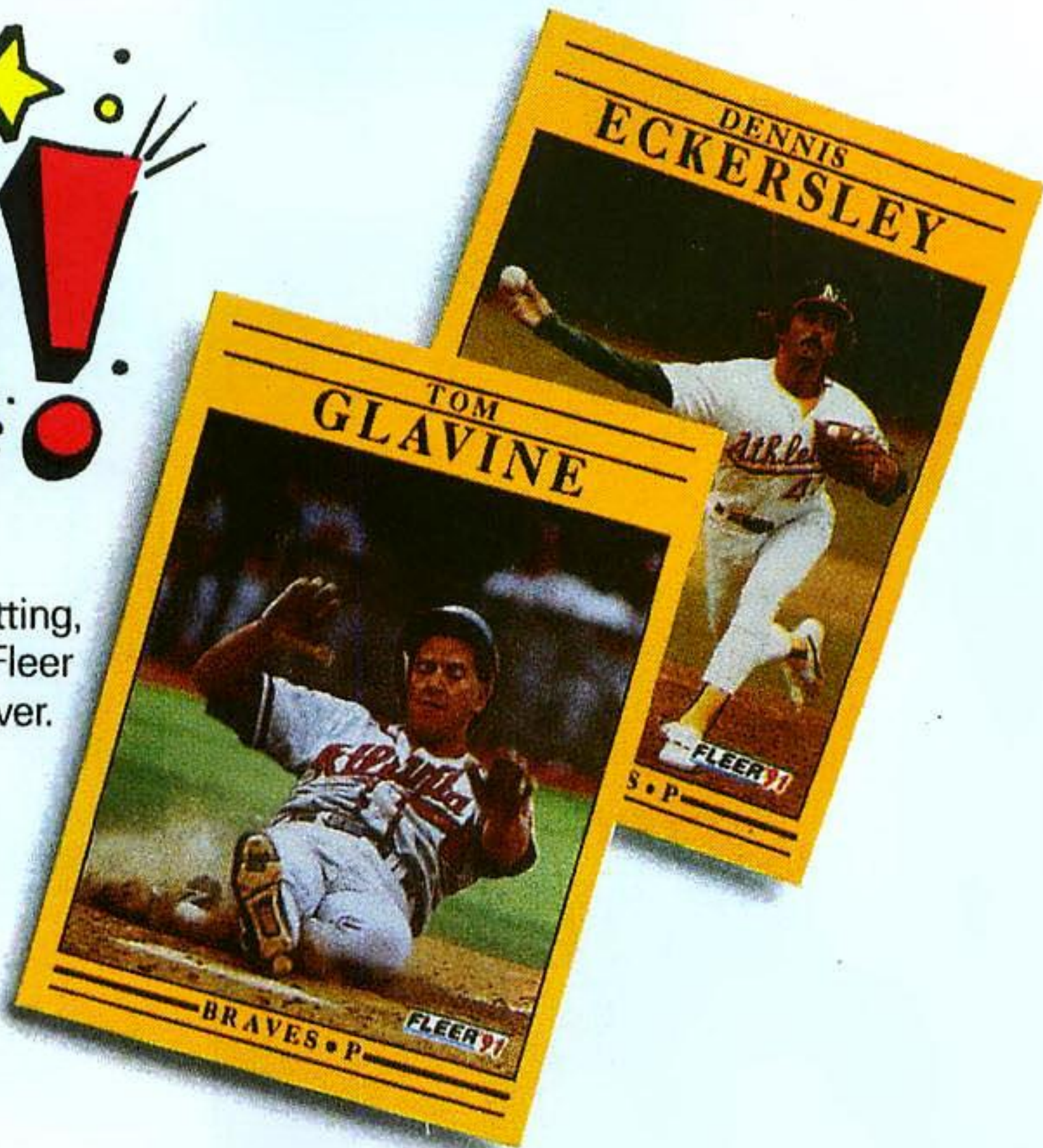
YOU MUST HAVE
FORGOTTEN TODAY
IS A SCHOOL
DAY, BARBIE.

NOTHING
INTERESTING
EVER HAPPENS
IN SCHOOL.

TRUSIANI • BROCK • RICHARDSON



KABOOM! Hard-hitting, non-stop, action-packed photography. The Fleer '91 Series. The most radical cards ever.



Looking for close-ups of your favorite players? WHAM! BAM! They're on our new full-color backs. With major and minor league stats and your favorite team logo stickers in every pack. Awesome!

Fleer All-Star Series.
(Cello packs only)



Pro-Visions™ Series.
(Wax and rack packs only)



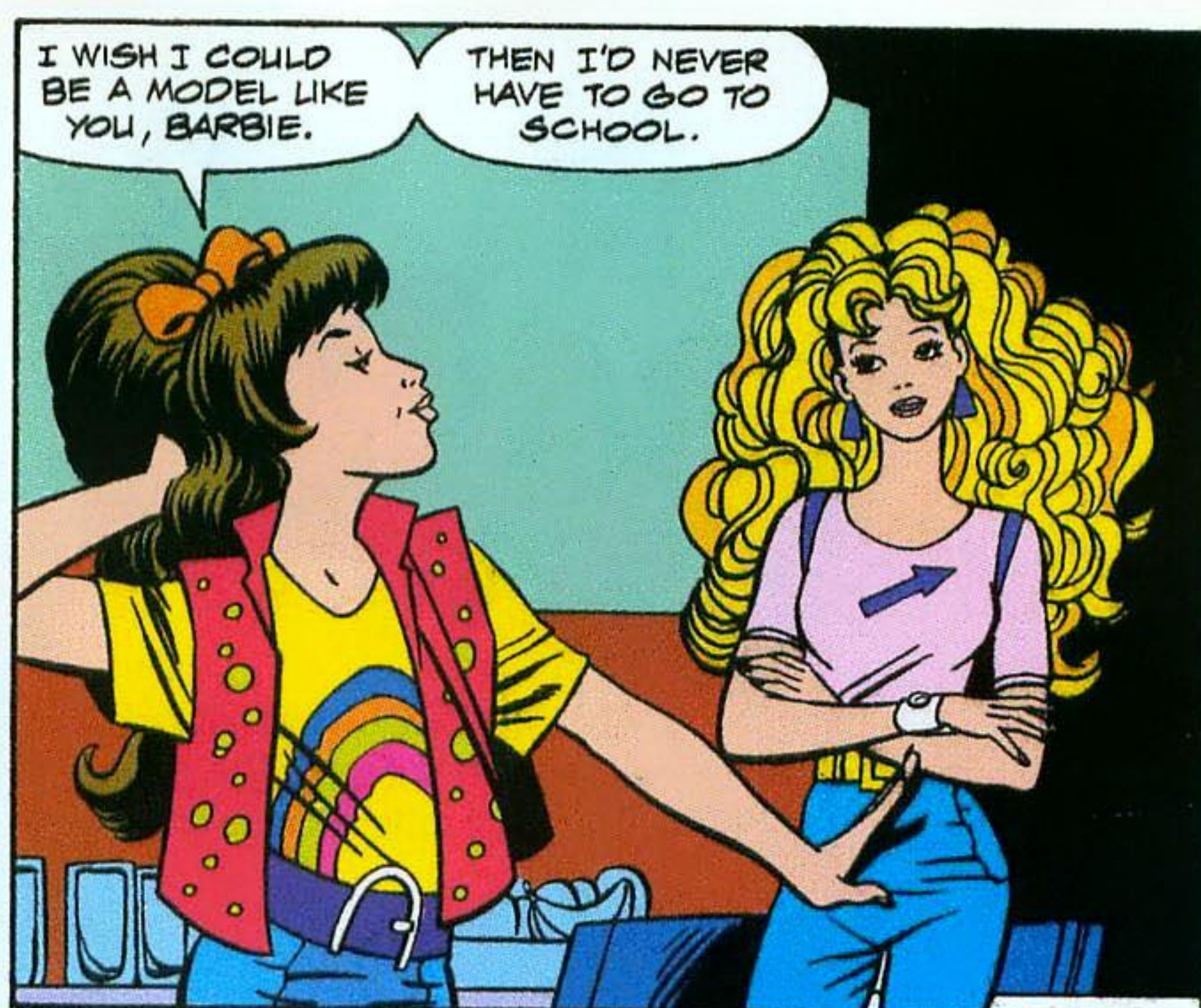
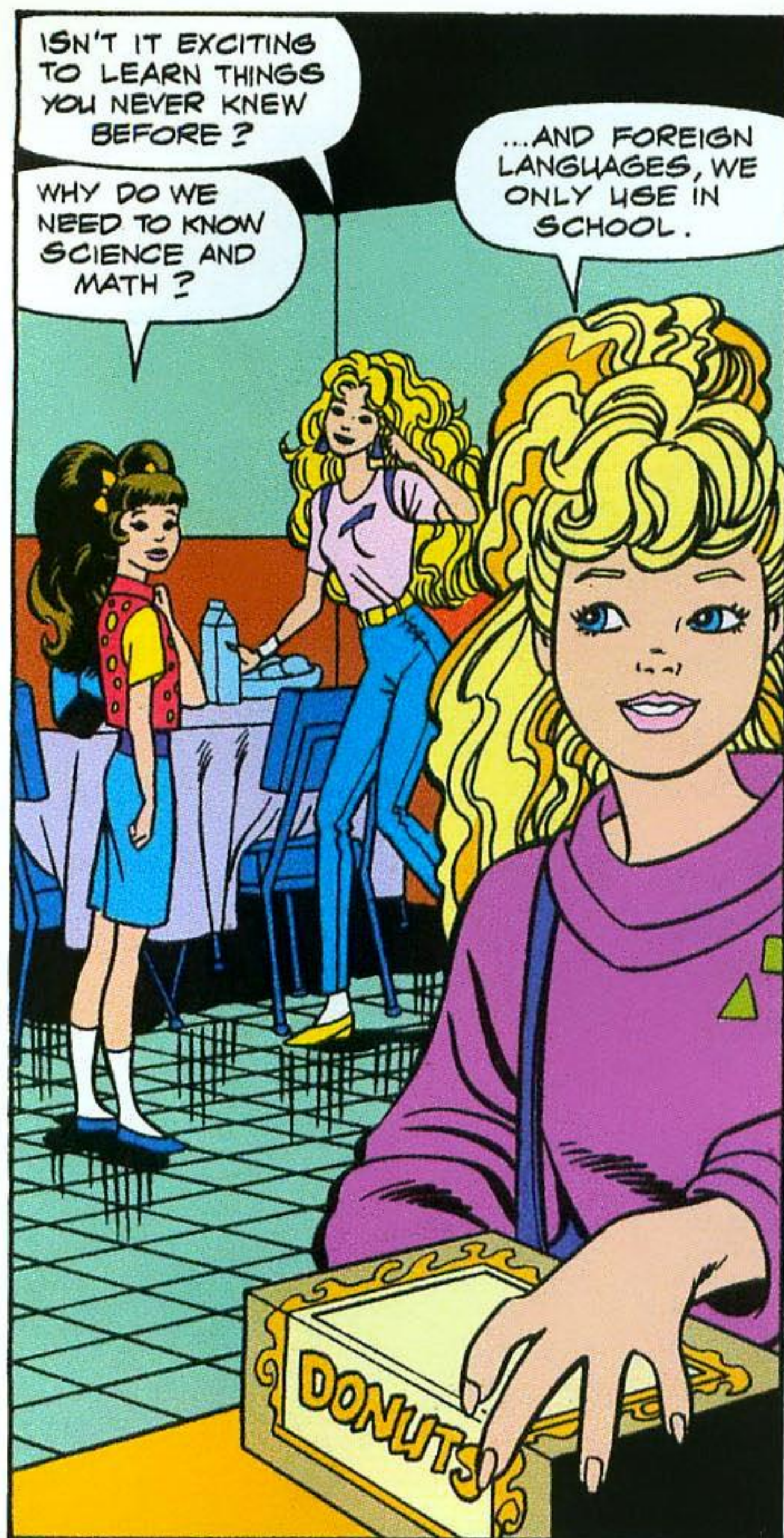
Dynamite subsets! Like the totally incredible 12-card Pro-Visions™ Series. And the history-making, 10-card Fleer All-Star Series, featuring three photos of the same player.

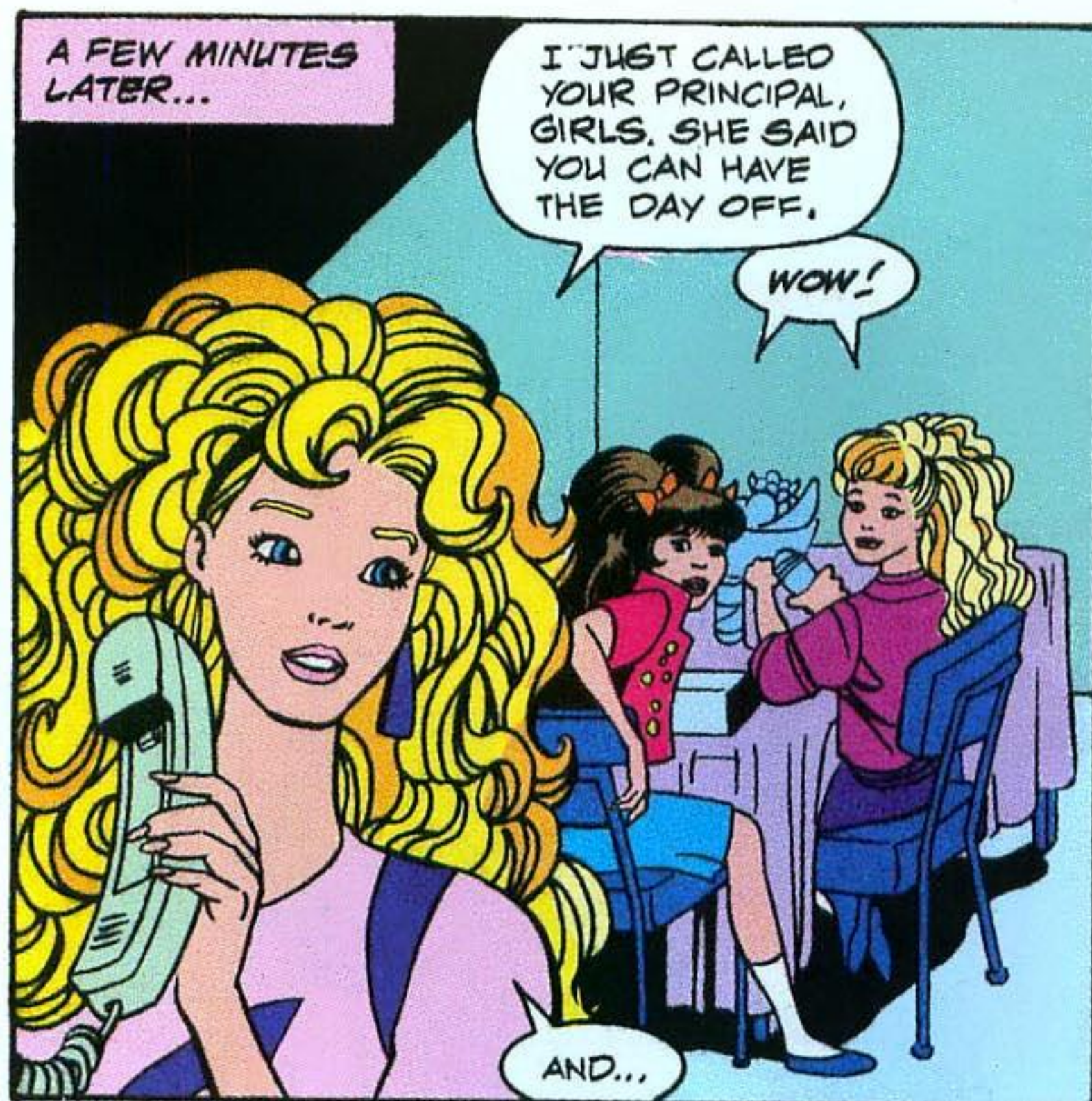
Collect the Fleer '91 Series (cards and stickers). The most improved player for 1991. FTOOOM! They'll blow you away!

FLEER

© 1991 FLEER CORP. PHILA., PA 19141

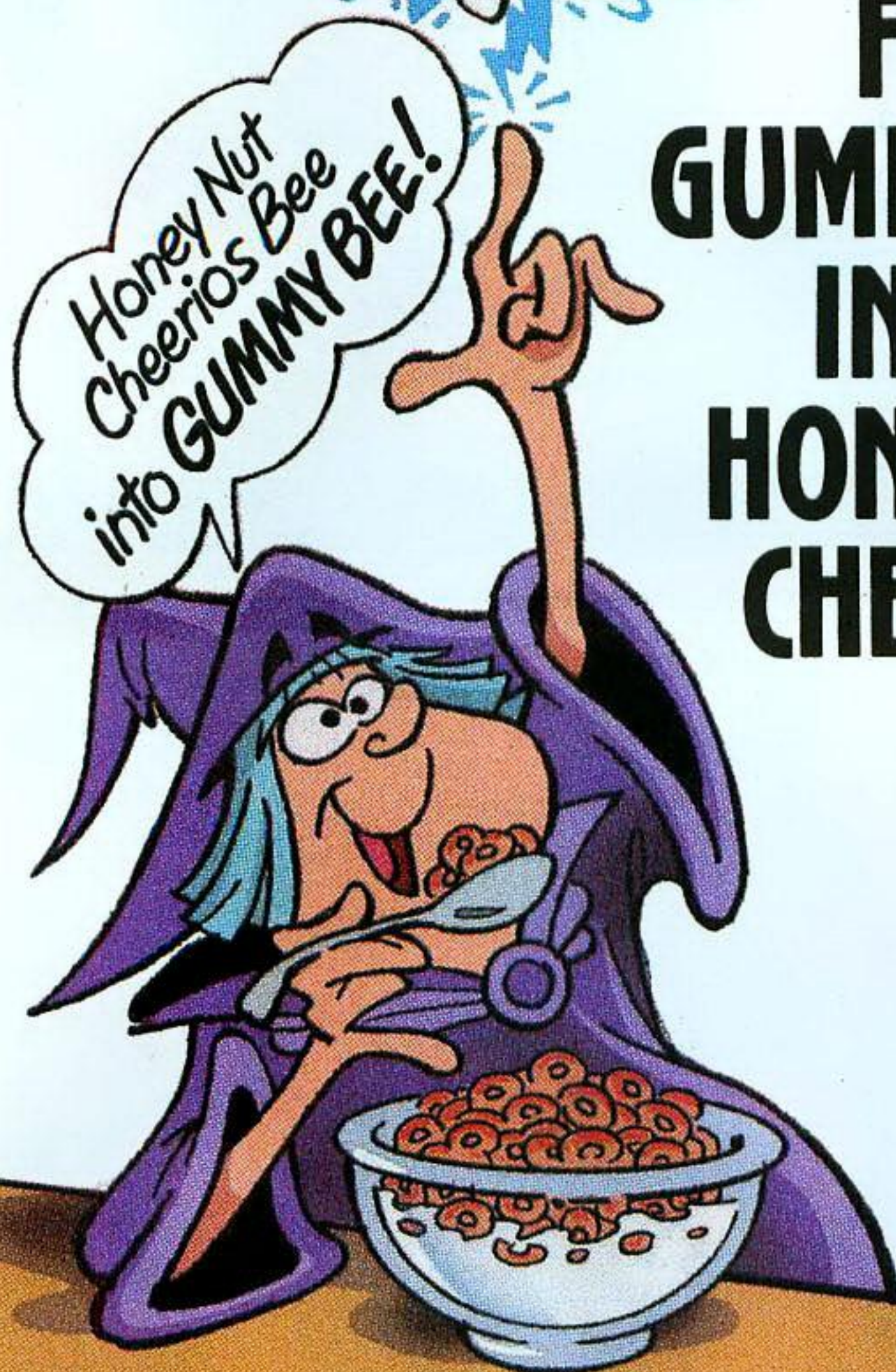




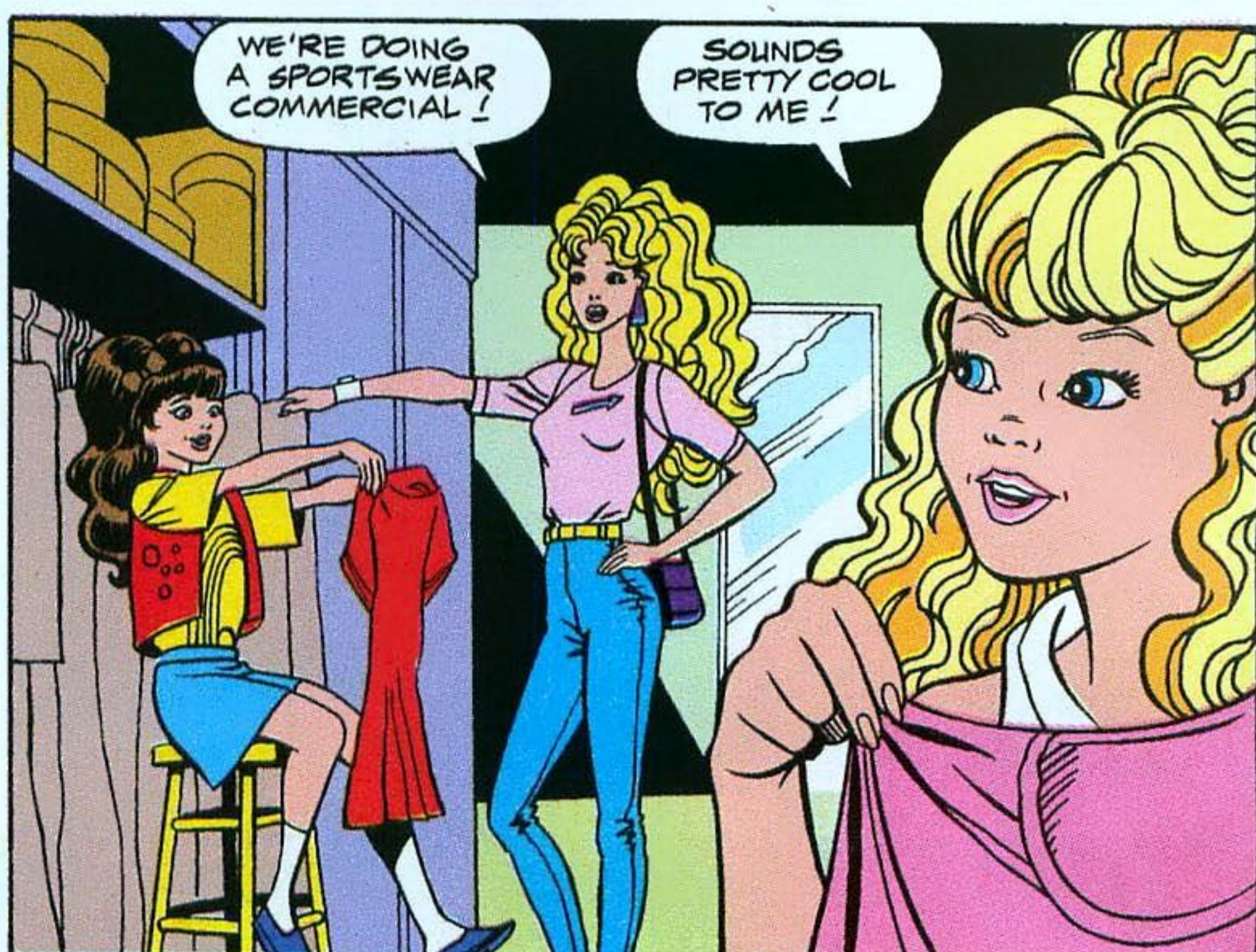
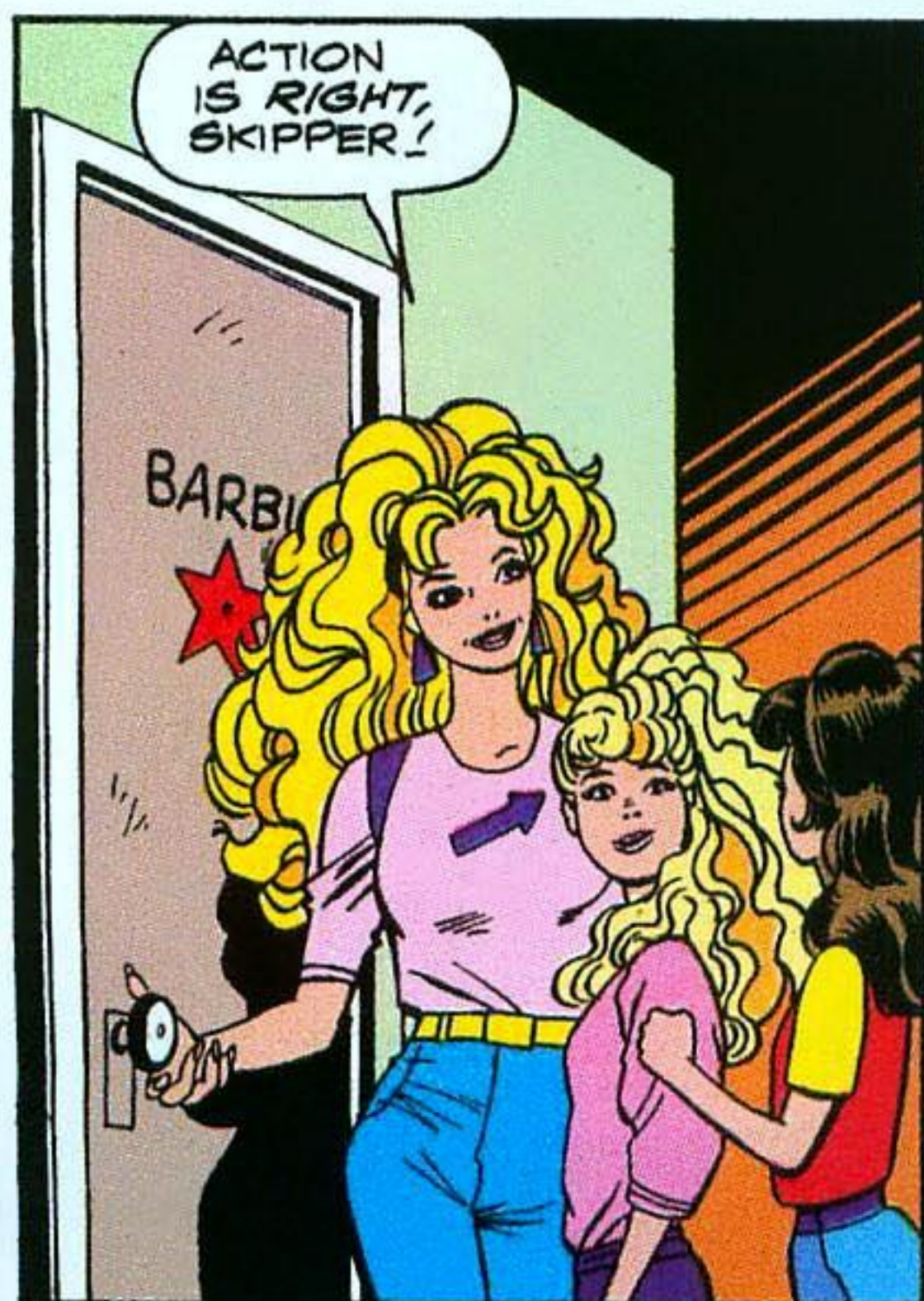
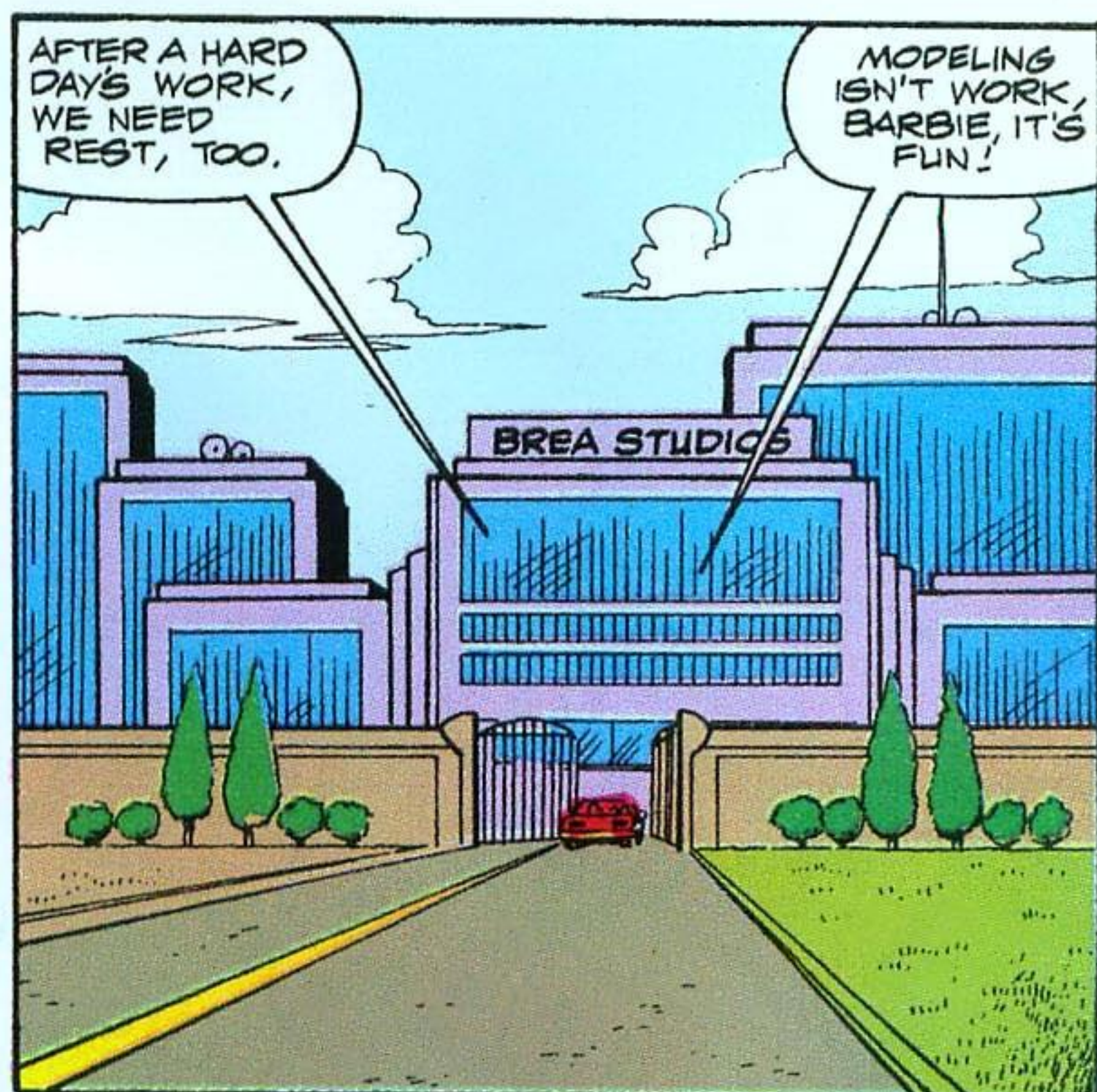




FREE GUMMY BEES INSIDE HONEY NUT CHEERIOS



"Special offer good through March in specially marked boxes."





Lucky needs your magic touch.

Help make his new marshmallow shape.



START
HERE

• 2

13 •

• 3

• 4

11 •

12 •

• 5

• 6

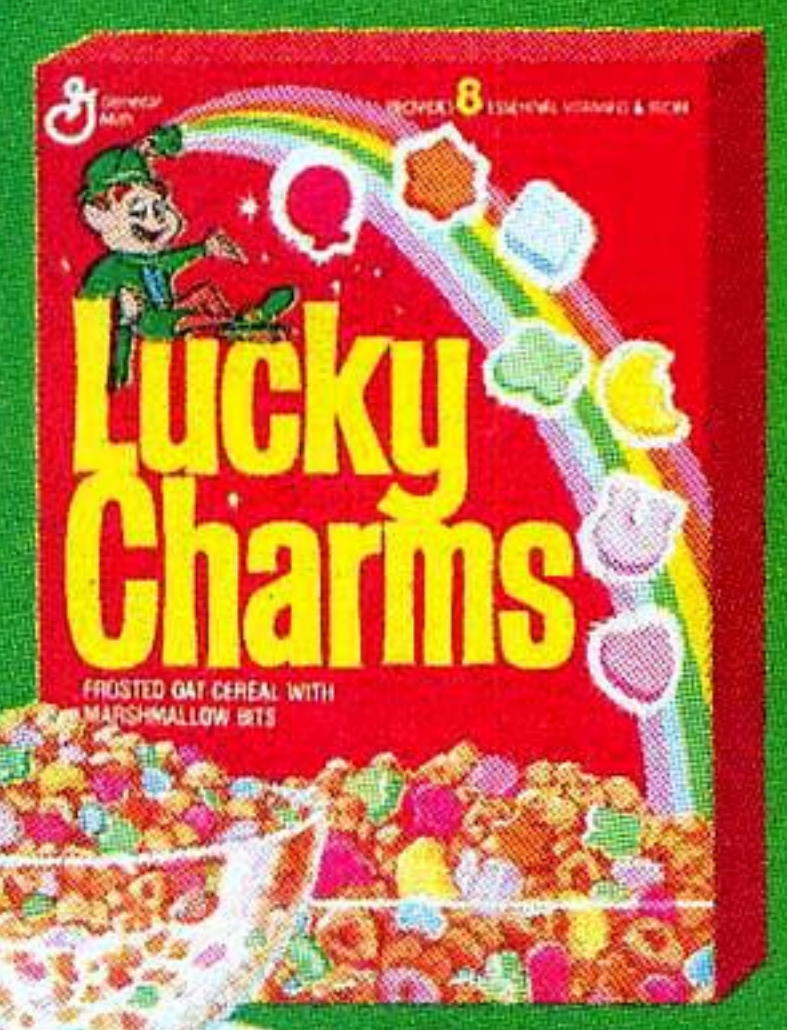
9 •

10 •

• 7

8 •

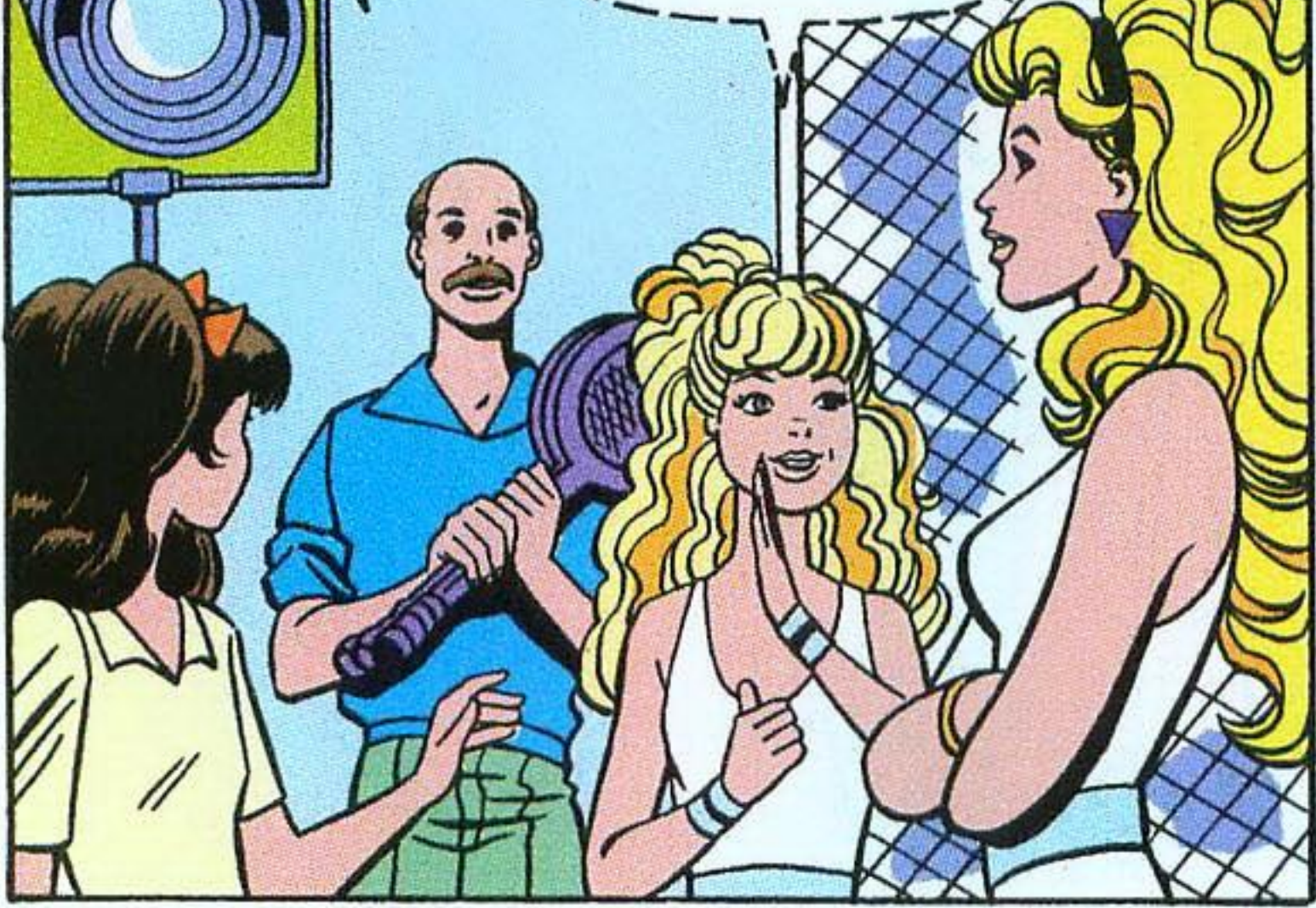
NEW GREEN ? ? ? ? S.



SOON, THE SPORTS MARATHON BEGINS...

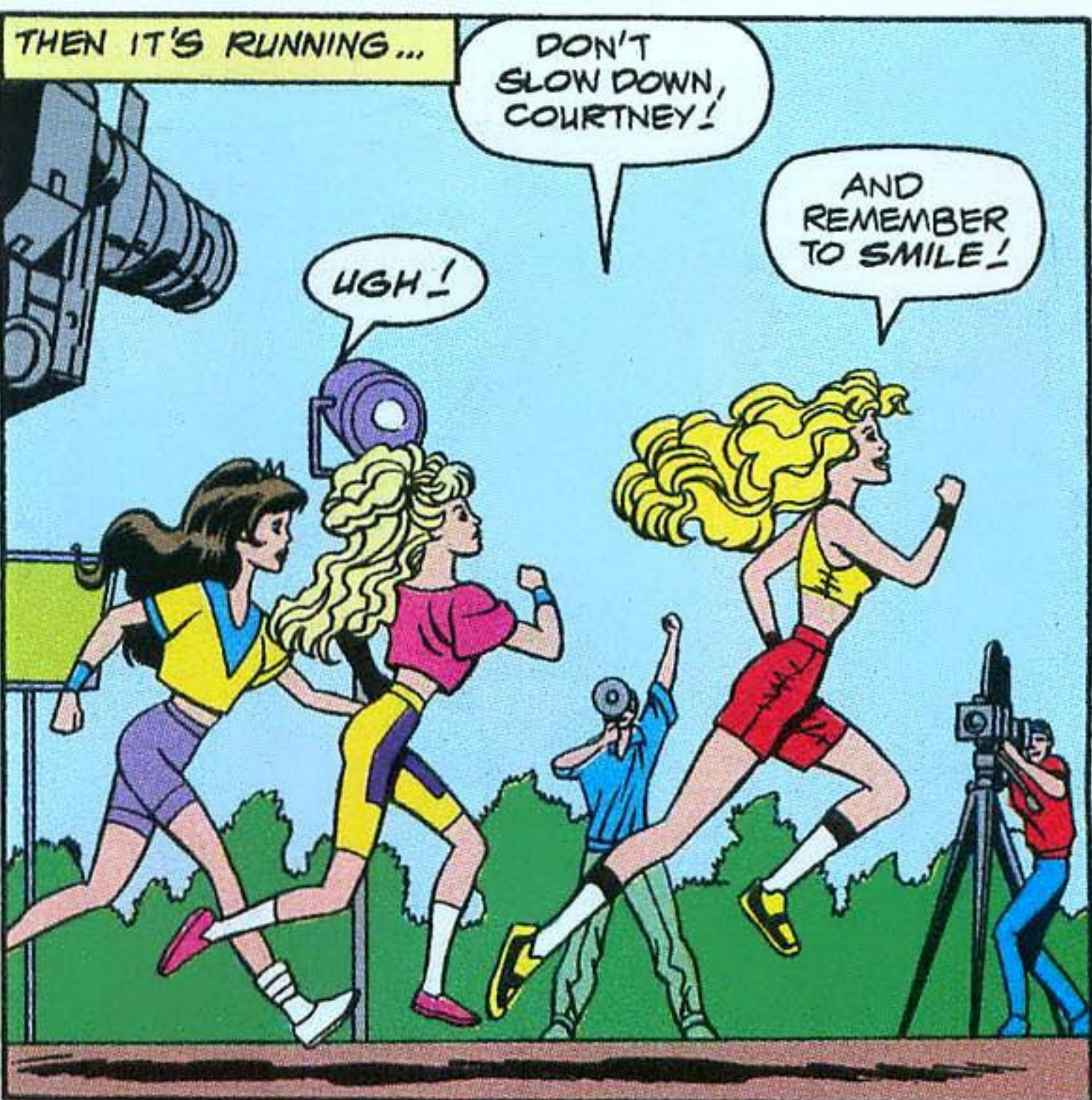
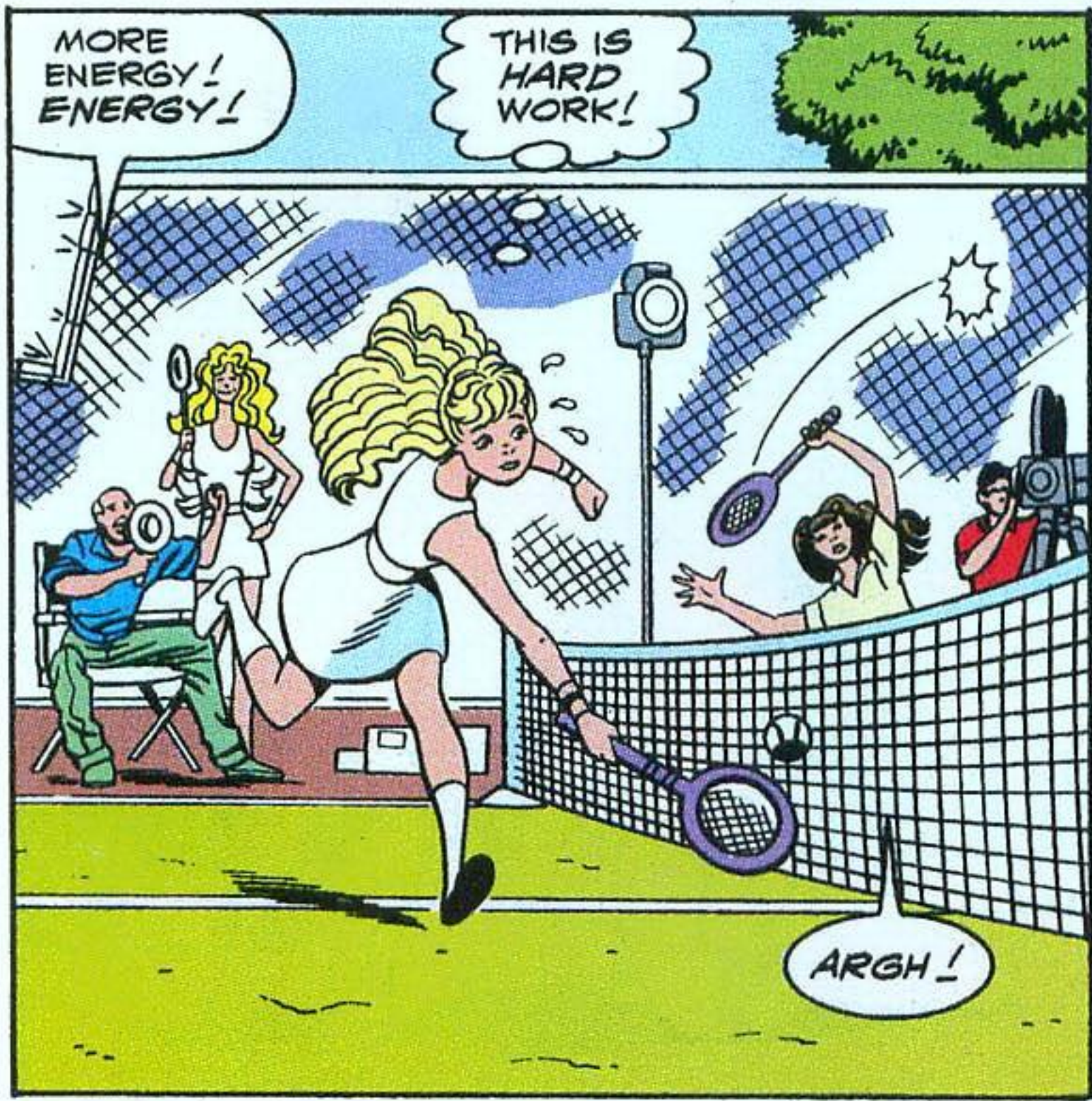
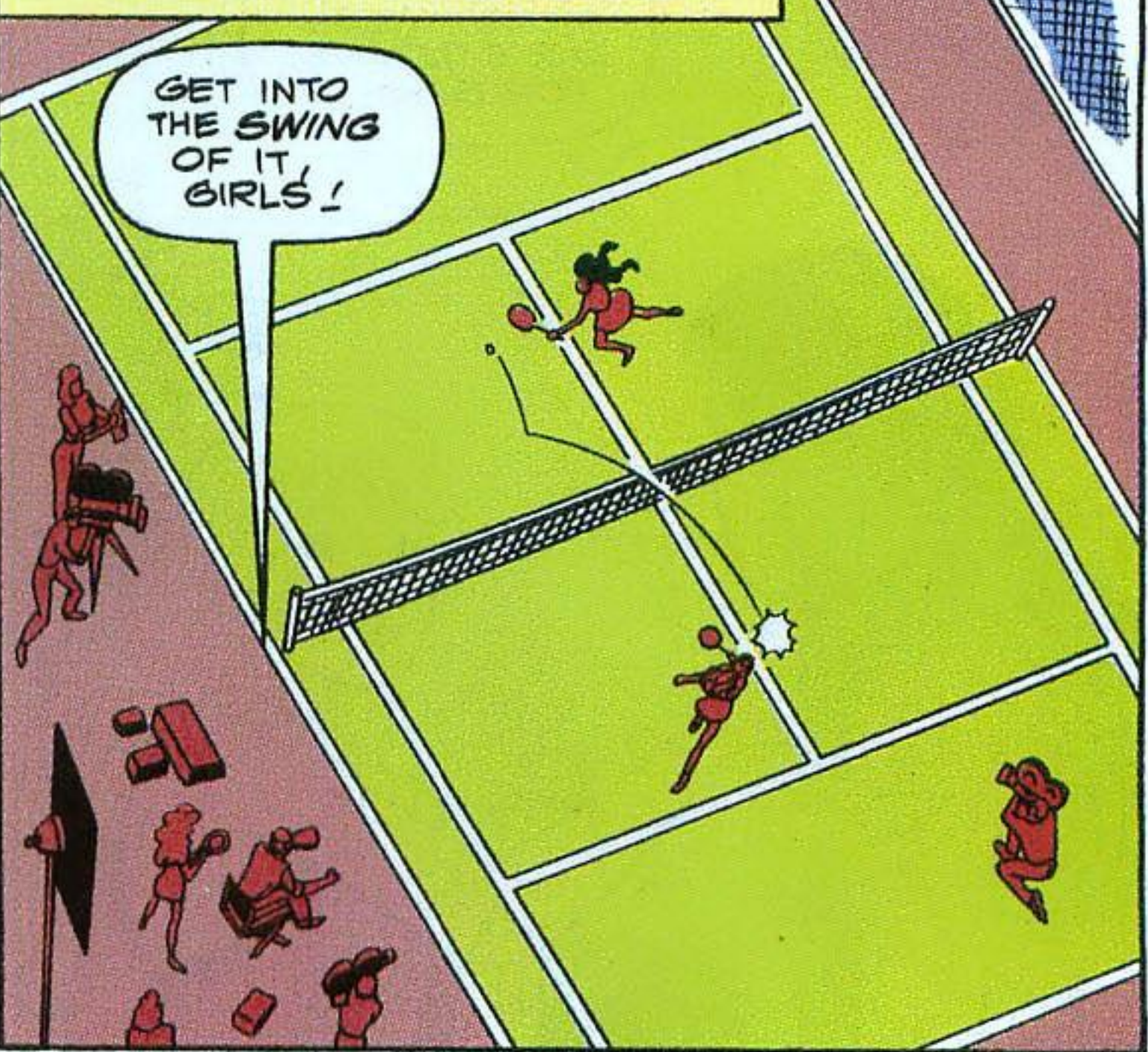
I'M JOHN, THE DIRECTOR. HERE ARE YOUR TENNIS RACKETS.

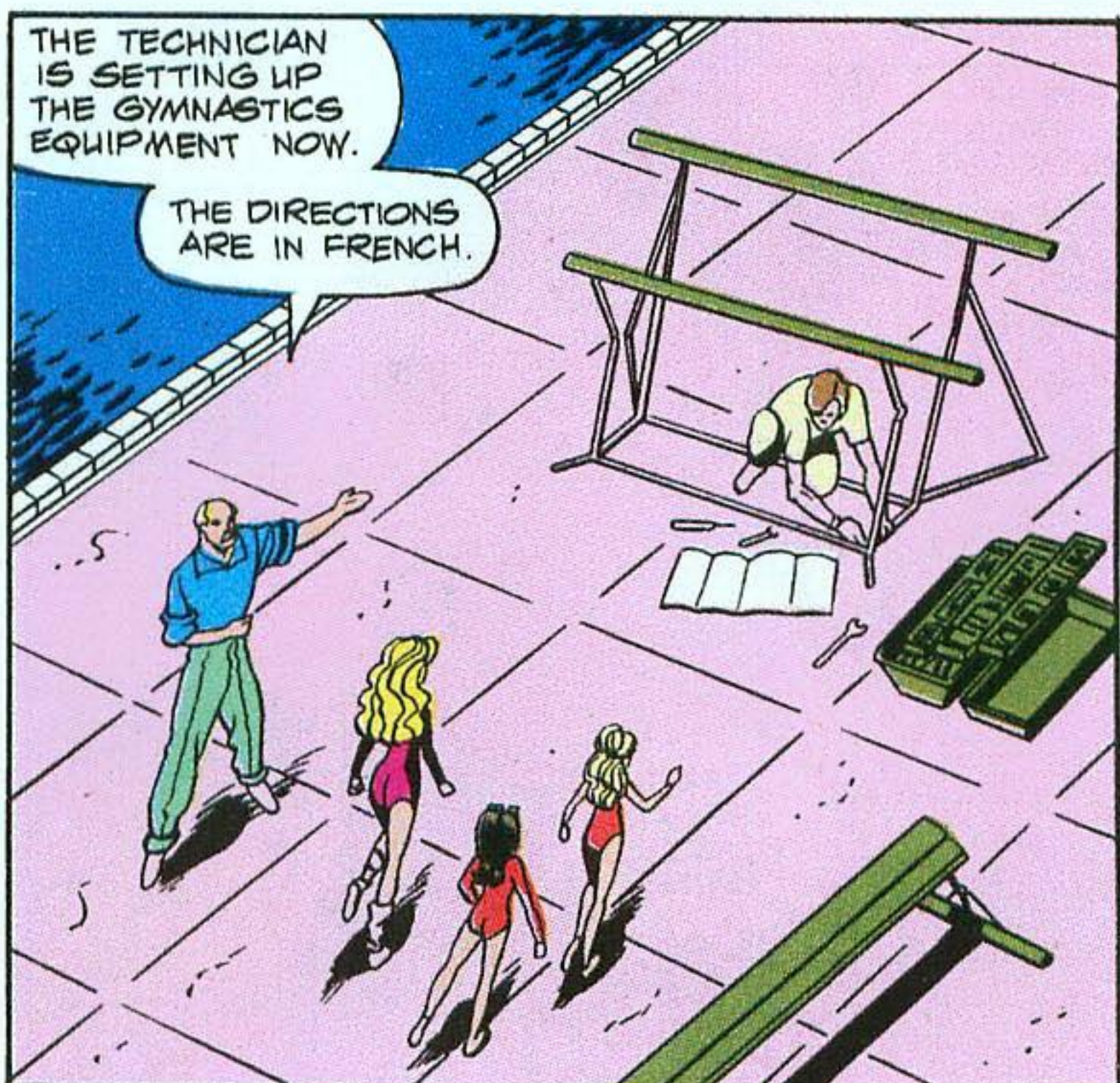
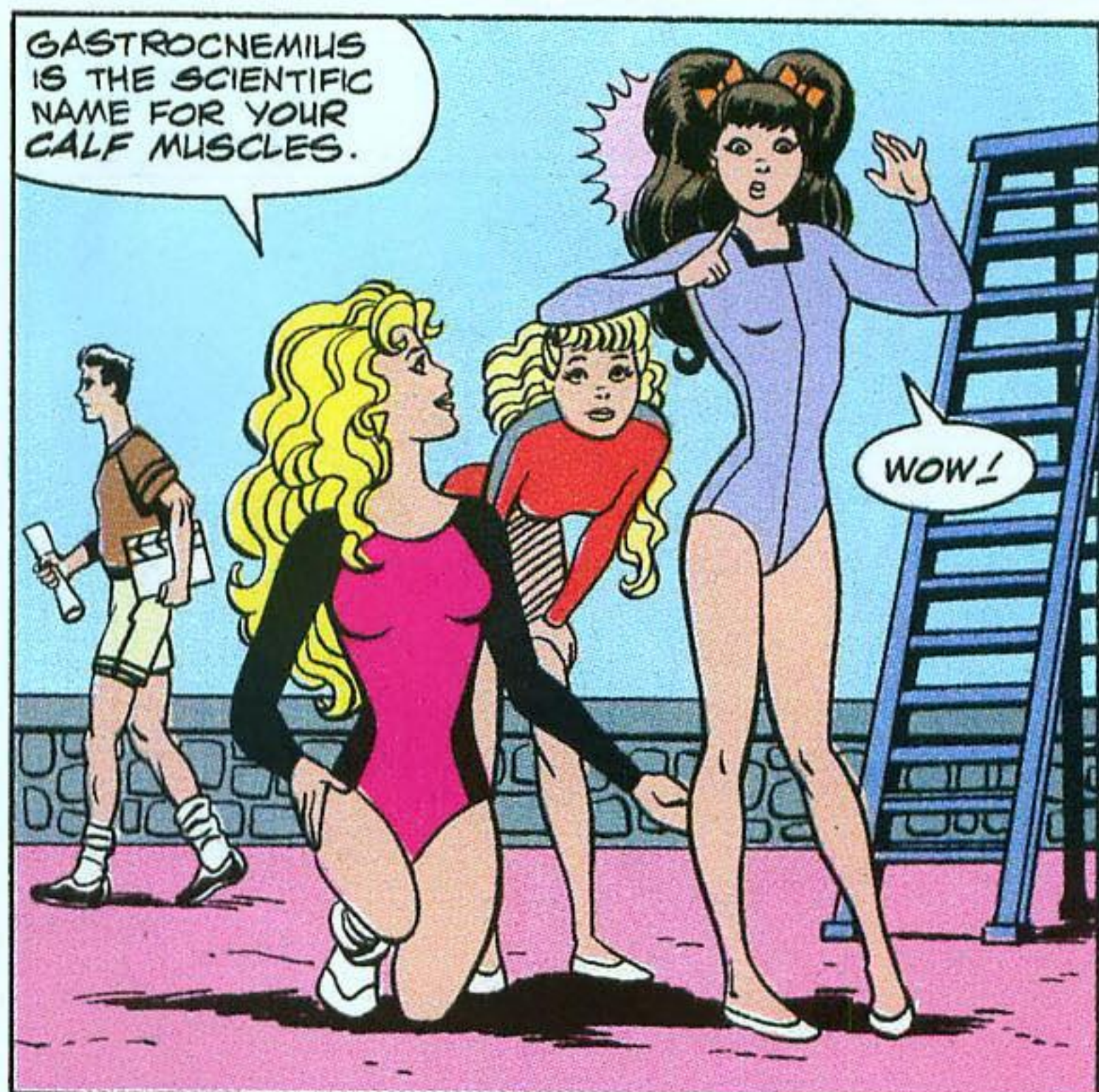
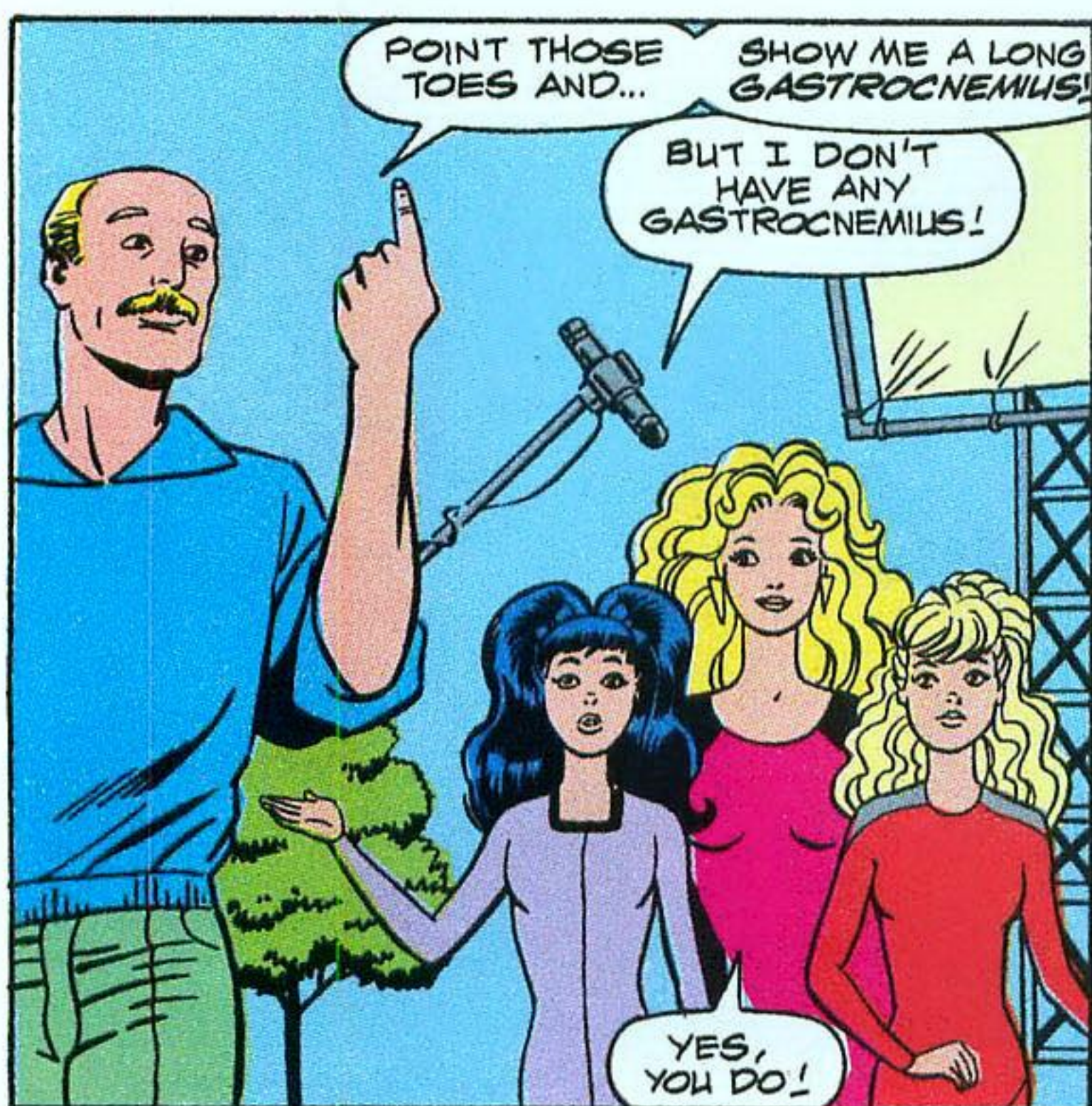
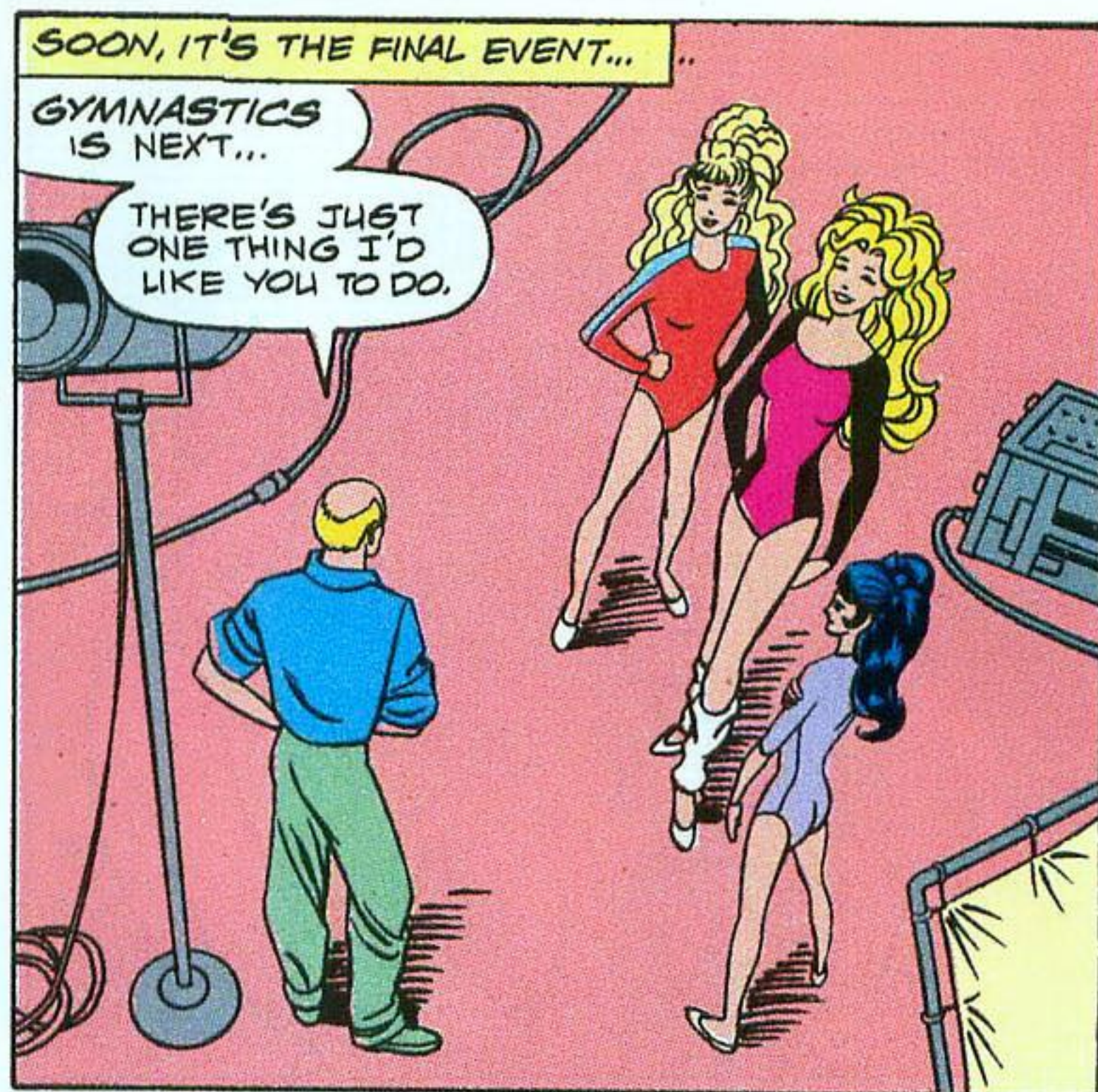
I'D RATHER HIT A TENNIS BALL THAN HIT THE BOOKS.

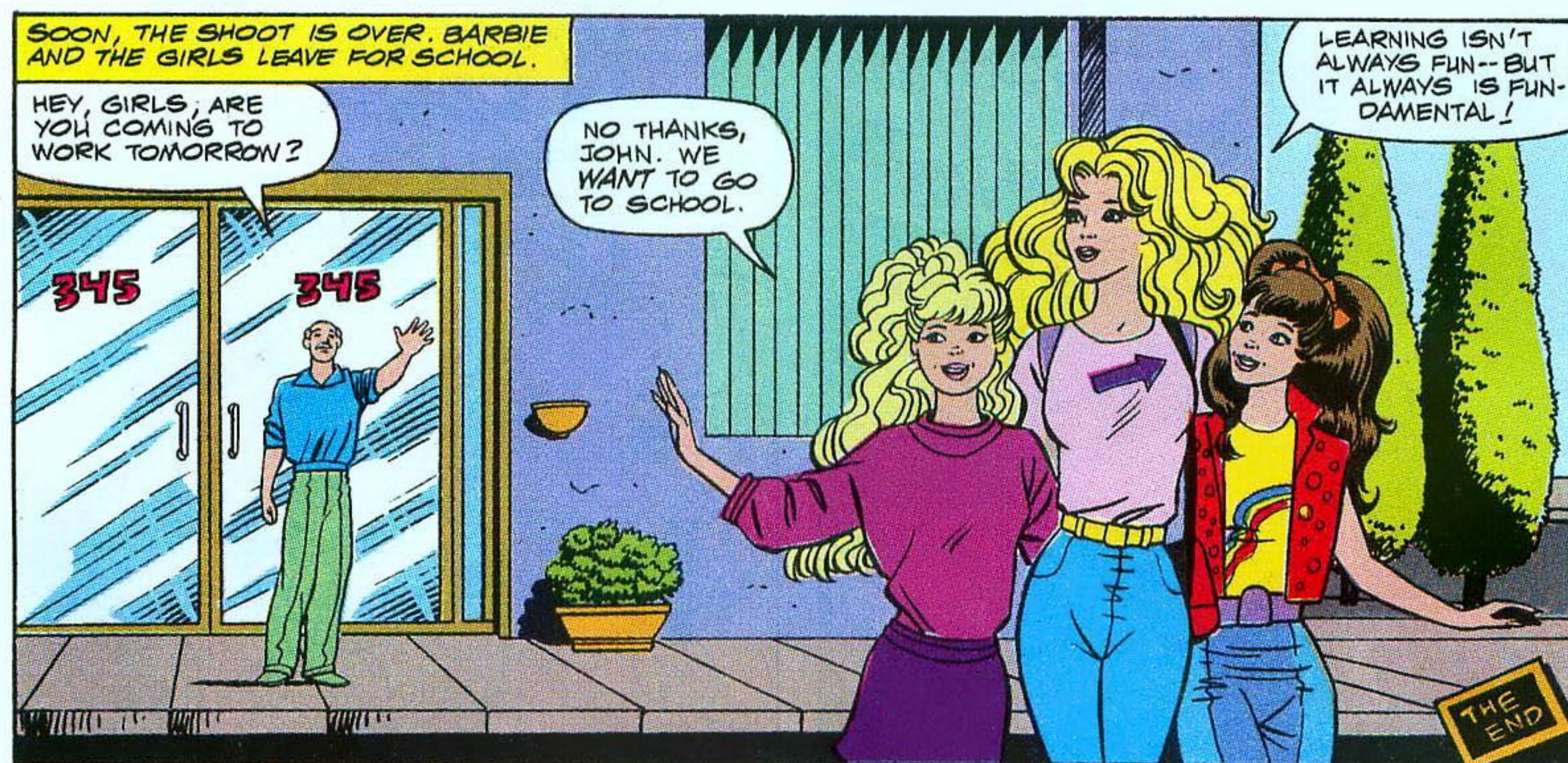
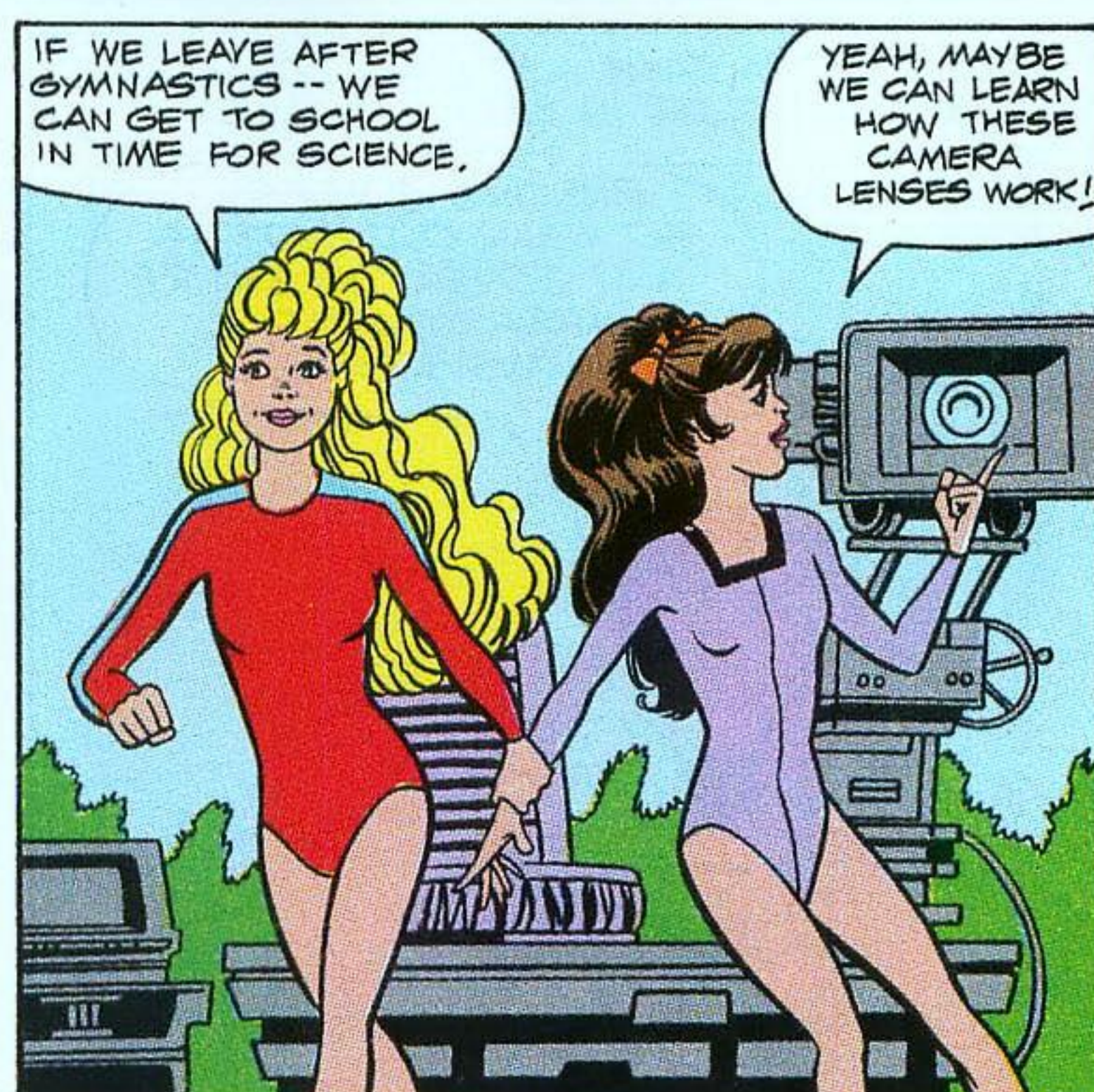
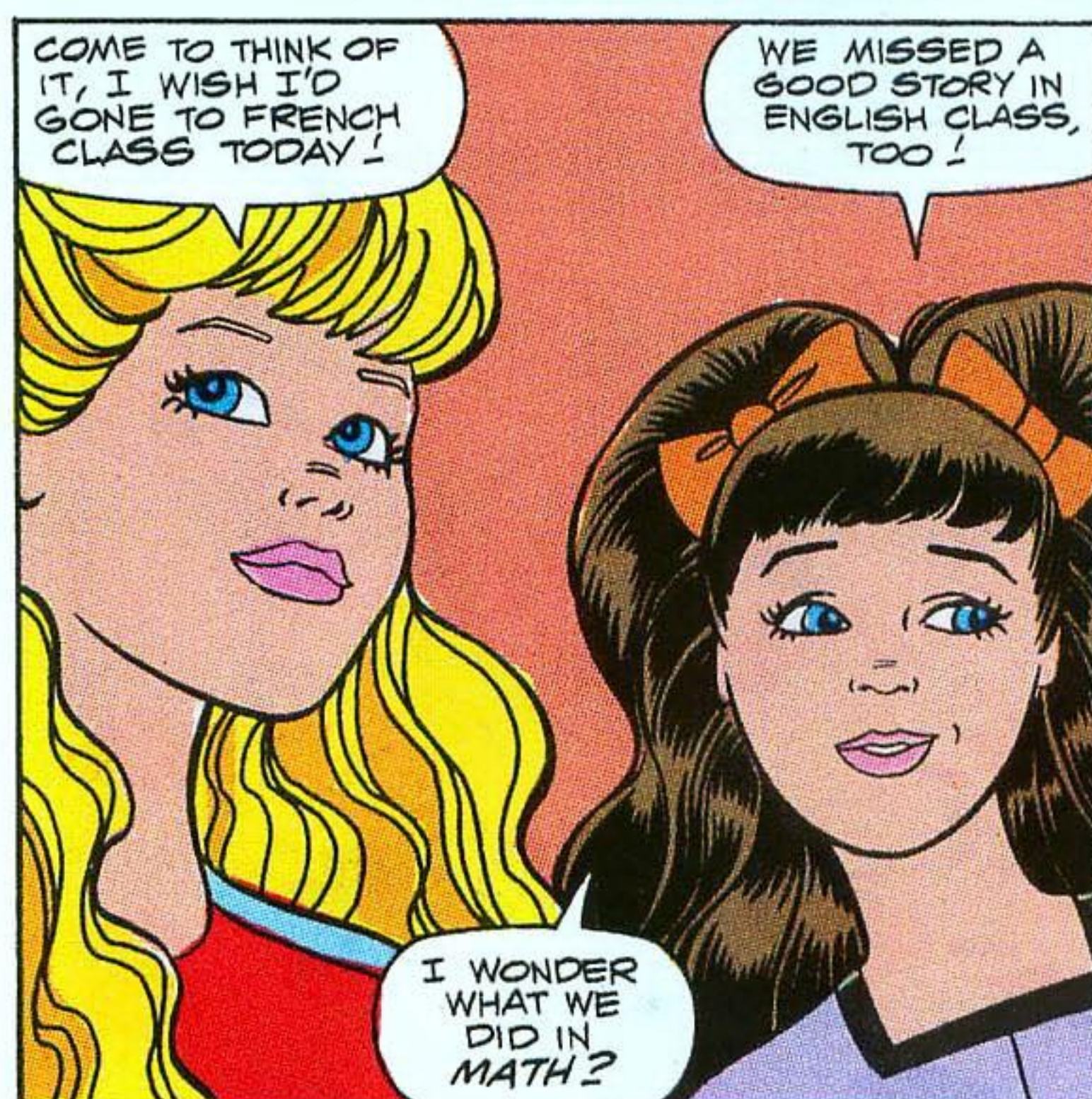
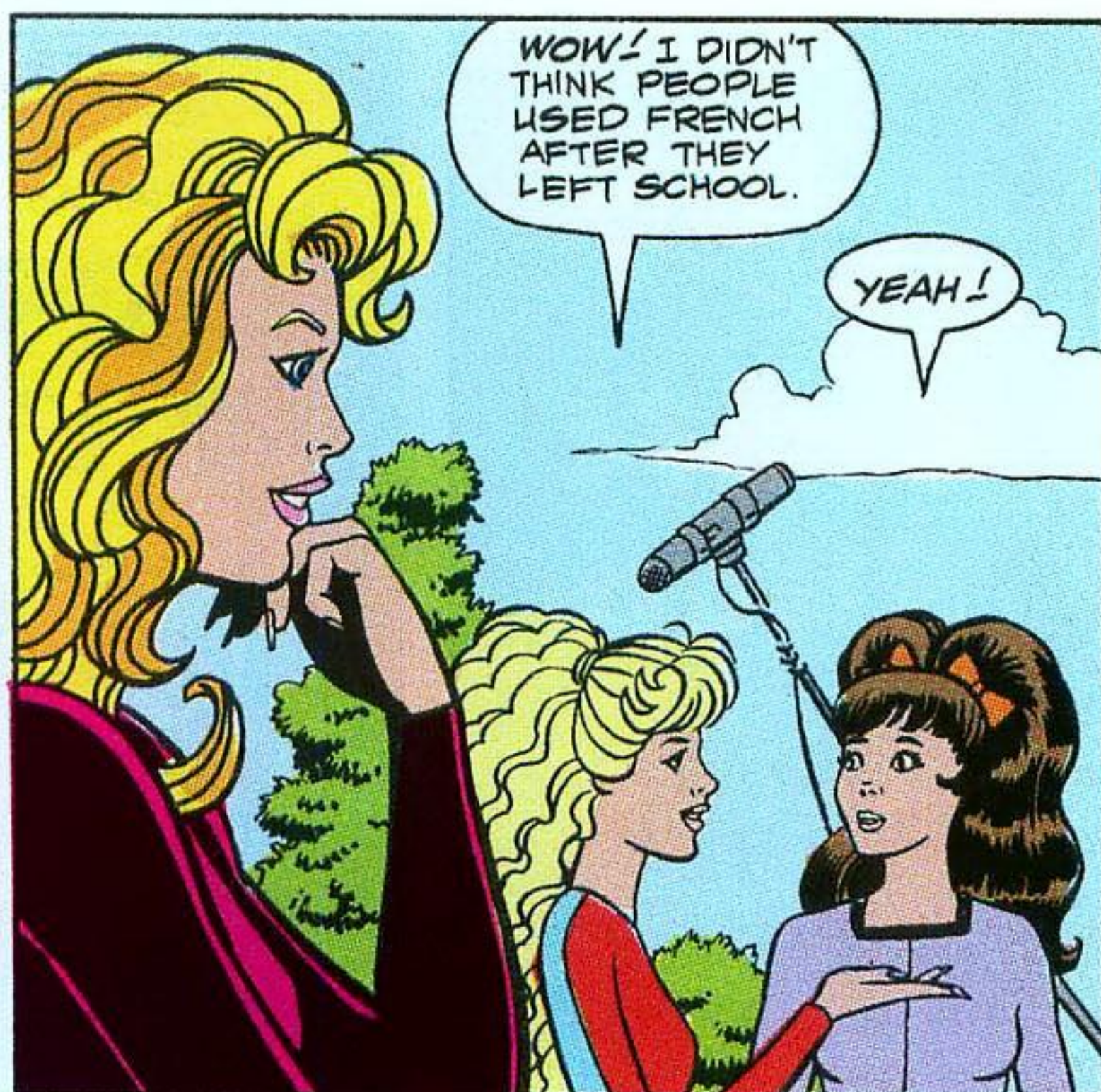
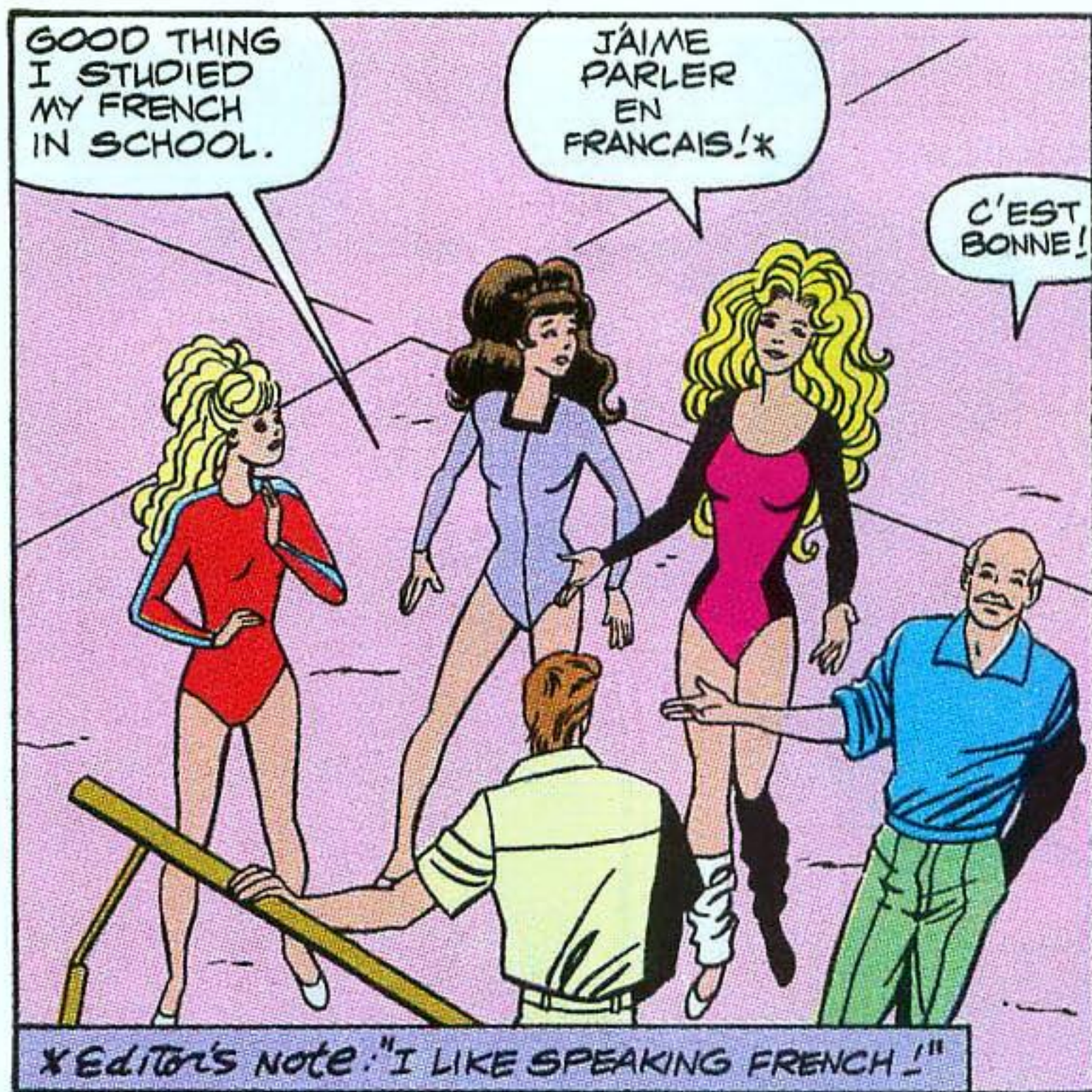


FIRST, IT'S TENNIS, WITH SKIPPER AND COURTNEY PLAYING SINGLES.

GET INTO THE SWING OF IT, GIRLS!







Barbie™ Craft Shop

Wrap It
Up!

IF YOU FEEL LIKE DRIPPING,
SPLASHING, AND SPLATTER-
ING PAINT, JOIN ME IN MY
CRAFTS SHOP.

WE'RE MAKING
SPLATTER
WRAPPING
PAPER!

ALL YOU NEED IS TEMPERA
PAINT, A SMALL PAINT BRUSH,
OLD NEWSPAPER AND WHITE
CRAFT PAPER.



TRUSIANI
•
BROCK
•
LUCAS

POUR TEMPERA PAINT INTO SMALL CONTAINERS.
JUST ONE COLOR IN EACH CONTAINER.

PAINTING IS MESSY,
SO WEAR OLD CLOTHES
AND COVER THE ENTIRE
AREA WITH OLD
NEWSPAPERS.



LAY DOWN THE WHITE PAPER.
DIP YOUR BRUSH INTO THE
PAINT AND SHAKE THE BRUSH
OVER THE PAPER. LIKE THIS!



USE AS MANY COLORS,
DRIPS AND SPLATTERS
AS YOU WANT -

THEN LET THE PAINT
DRY COMPLETELY.



THEN WRAP YOUR PRESENT
IN YOUR UNIQUE, SPLASHY,
SPLATTER WRAPPING PAPER.



THE
END

Barbie™

IN

Culture Cat

I WONDER
WHAT **SUZETTE**
THINKS OF
HER PORTRAIT,
BARBIE?

I'M NOT
SURE,
MIDGE.

BUT IT MAY BE
A GOOD THING
SUZETTE
CAN'T TALK.



TRUSIANI • BROCK • LUCAS



BULLPEN BULLETINS



STAN'S SOAPBOX

Hi, Heroes!

Since the ol' Soapbox is the most widely-read column in all of comicdom, this is the perfect place to make two very special announcements.

Archie Comics has bought both Marvel and DC! That means from now on Wolverine and The Punisher will be dating Betty and Veronica in their spare time. As for Batman, he's hired Jughead, the Boy Wonder, in place of Robin!

Also, the X-Men have accepted the application of The Teenage Mutant Ninja Turtles to join their ever-expanding team! But it isn't true that Professor Xavier will be replaced by Splinter. Splinter is merely changing the prof into a turtle!

There's more, but I've run out of room. I've only enough space left to wish you — **HAPPY APRIL FOOL'S DAY!**

Excelsior!

(Hey, anyone can go bonkers once in a while!)

ITEM! All Marvel editors have been required to shave their heads by April 30. It seems many of the male Marvel editors are balding, and are very sensitive about this. In an effort to avoid people's feelings being hurt, Marvel Editor In Chief **Tom DeFalco** was the first to take a razor to his own head. Many have commented that Tom's new look makes him look more distinguished, sort of like Sinnead O'Connor. Said Tom, "Since most of our people were losing their hair anyway, it seemed like the only decent thing to do." **APRIL FOOL!**



ITEM! Editor **Renée Witterstaetter** promised a new direction for **WHAT THE—?!!** this year. Said Renée, "WHAT THE—?!! will be grimmer and grittier this year. We're trying for a much darker feel for the book." As Renée put it, "A lot of fans were writing

in saying the book was not taking itself seriously enough. They felt the book was just a big joke. Well, not any more!" Renée added that "I want to prove that I thirst for blood, just like **Bobbie Chase** said she does!" **APRIL FOOL!**

ITEM! Let's all have a big hand for Publisher's Assistant Coordinator **Kevin Tang**, who as we all know, was the big winner last Halloween in the Limbo and Human Snake competitions. Kevin recently took a position in the Sales Department, serving as Assistant to **Skip Dietz**. Also, our old buddy **Dan Slott** (who was last seen filling in as **Ralph Macchio's** assistant) is back, now serving as Marvel's one-man Art Return Department. Congratulations, you guys. Now, pack your bags! You're both fired! Get out of here! **APRIL FOOL!**

ITEM! The Marvel staff was treated to a surprise visit the other day from funnyman



Bob Hope. Bob says he's always been a big fan of Mighty Marvel, and had always wanted to do a show in the Marvel offices. So much to the delight of everyone, Bob rigged up a makeshift stage and performed an impromptu show. Bob quipped, "I did a show at DC the other week, and I gotta tell you, it was a little strange. They made me use a phone booth for a dressing room!" The

whole Marvel staff was delighted by Bob's visit—it was as if we were watching a USO show, or even one of Bob's NBC specials. **APRIL FOOL!**

ITEM! Well, we're all pleased as punch about the colossal success of the new **TOXIC AVENGER #1!** It's turning out to be the most successful comic of all time! We've sold over five billion copies, more than one for every man, woman, and child on Earth! Naturally we'll be reprinting **TOXIE #1** in as many formats as possible. We're planning new printings with green, gold, and blue covers, and—here's the part we're really excited about—we'll be printing one issue using actual toxic waste! **APRIL FOOL!**

ITEM! Editor **Mike Rockwitz** stunned the comic world recently when he announced his retirement from comic book editing. Rockwitz will be opening up a White Castle hamburger restaurant in Queens, New York, where he plans to spend the rest of his days eating as many of those square

little hamburgers as humanly possible. Mike has always loved White Castle, and feels this is the best way to give back to something that's given so much to him. **APRIL FOOL!**

ITEM! In a surprise development, it was announced recently that **THE PUNISHER IS ACTUALLY A MUTANT!** This came as a big shock to everyone, until we discovered that his mutant power is the ability to sell lots of comics. Look for our newest title, **X-PUNISHER**, coming soon. **APRIL FOOL!**



ITEM! You all know that editor **Don Daley** is a big jogging buff, but here's something that may really raise your eyebrows. Don's next race is a three-mile foot race along the bottom of the ocean! When asked how he plans to train for this aquatic event, Don responded, "I'm going to start holding my breath!" **APRIL FOOL!**

ITEM! **SLEEPWALKER** is a brand-new title debuting this month, and it's a superhero book with an unusual twist. The comic concerns the adventures of a crimefighter who walks around in his sleep, defeating criminals by accidentally bumping into them! **APRIL FOOL!** Actually **SLEEPWALKER** is about a man whose dreams summon a crimefighting being from another dimension! It's by **Bob Budiansky** and **Bret Blevins**, and it promises to be the sleeper hit of the year! **GROAN!**

ITEM! Assistant editor **Suzanne Dell'Orto** finally had her name mentioned on the Bullpen Bulletin Page. **APRIL FOOL!**

ITEM! We've got lots of other first issues going on sale this month, such as the third **DAMAGE CONTROL** Limited Series (this one by **Dwayne MacDuffie** and **Kyle Baker!**), **SAMURAI CAT**, and **CAR WARRIORS!** **APRIL FOOL!** Those titles aren't really coming out! **APRIL FOOL!** Yes, they are! We were just kidding! **APRIL FOOL!** But not really! **APRIL FOOL!** No, but really they are! We really had you going that time. **APRIL FOOL!** Not! Ha! By now, you're so confused you won't know if they're coming out or not, so you'll just have to keep haunting your comic shop to find out!



HONEST HYPE HONEST HYPE HONEST HYPE

HONEST HYPE BOX

HYPE HONEST HYPE HONEST HYPE

So many companies have been banging on our door wanting to use our characters on their products, you'd think that half the business world was run by Marvel fans. And with all those companies starting to come out with their great Official Marvel Licensed Products (you know, those nifty things like toys, trading cards, PVC figures, gift items, clothes, bedding—hey, take our word for it, the Nineties is going to be the decade for Marvel merchandise) the phones have been

ringing off the hooks and tons of mail have been coming in from frantic fans wanting to know where in the name of Aunt May's wheatcakes can they get all this stuff?

Well, worry no more, pilgrim! Starting on April 1st the Spencer Gifts store chain is launching what we modestly consider to be the most spectacular Marvel merchandise promotion yet! For one month, each of the 440 Spencer Gifts stores nationwide is

going to be jam-packed with Marvel comics, collectibles, merchandise and more! There'll be personal appearances by your favorite Marvel super heroes and villains and... well, we could go on and on, but words can't even begin to describe the fun you'll have seeing for yourself what's inside the Spencer Gifts stores. To find out where the closest Spencer Gifts store is to where you live, call 1-800-762-0419. So check it out—tell 'em Marvel sent you!



WHAT ELSE HAVE YOU DONE, MIDGE?

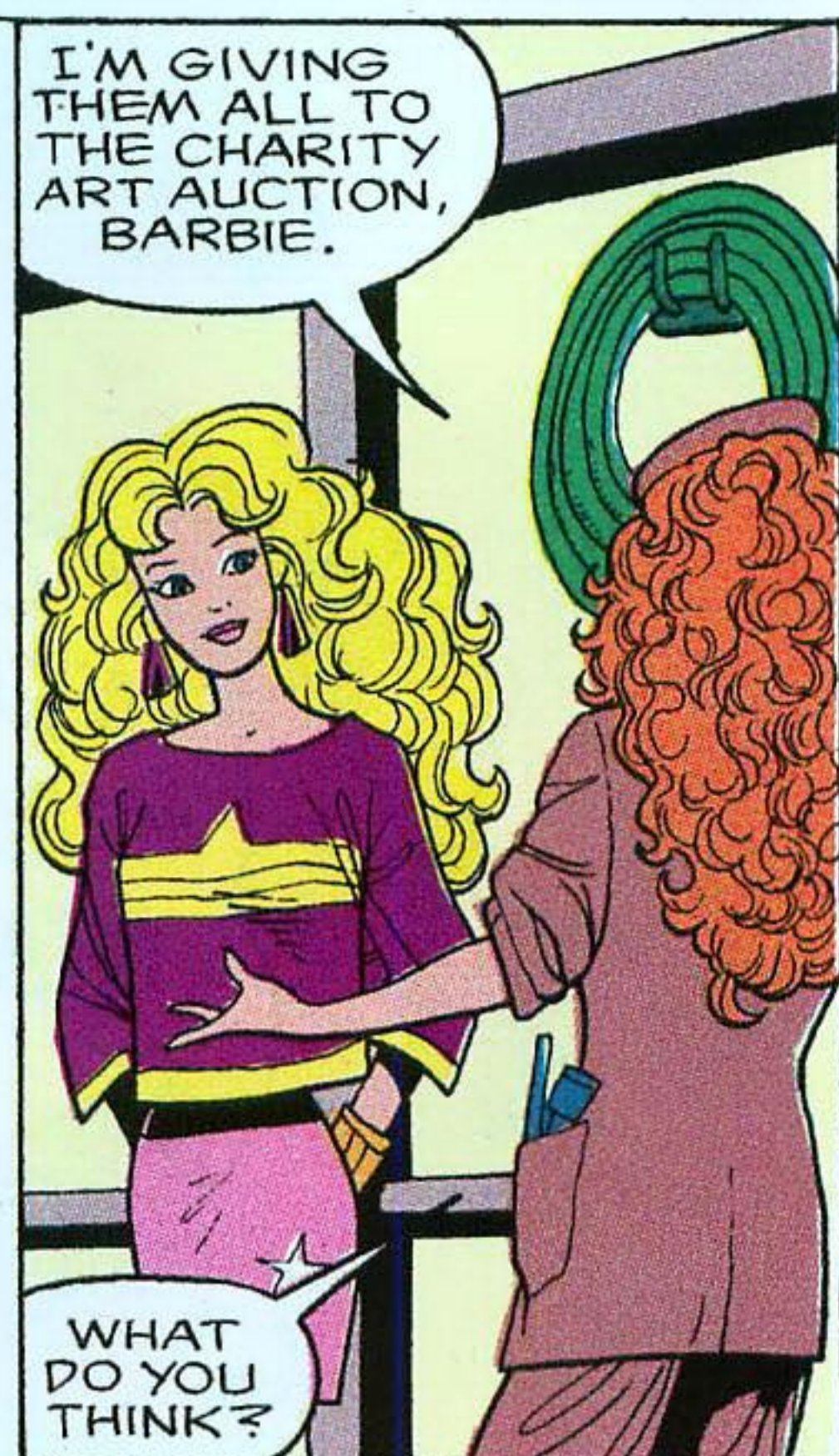
LOTS AND LOTS OF...



...SUZETTE!

YES. I'VE TRIED TO CAPTURE HER DIFFERENT MOODS.

CATS ARE *SO* CHANGEABLE.



I'M GIVING THEM ALL TO THE CHARITY ART AUCTION, BARBIE.

WHAT DO YOU THINK?



WELL... I HAVE TO AGREE WITH SUZETTE-- THE PAINTINGS AREN'T VERY GOOD.

BUT I DON'T WANT TO HURT MIDGE'S FEELINGS.



I COULDN'T HAVE DONE BETTER MYSELF.

THANKS, BARBIE. I *LOVE* PAINTING.



I HOPE PEOPLE BUY MIDGE'S PAINTINGS.

IF THEY DON'T, SHE'LL BE CRUSHED.



PIZZA DELIVERY!

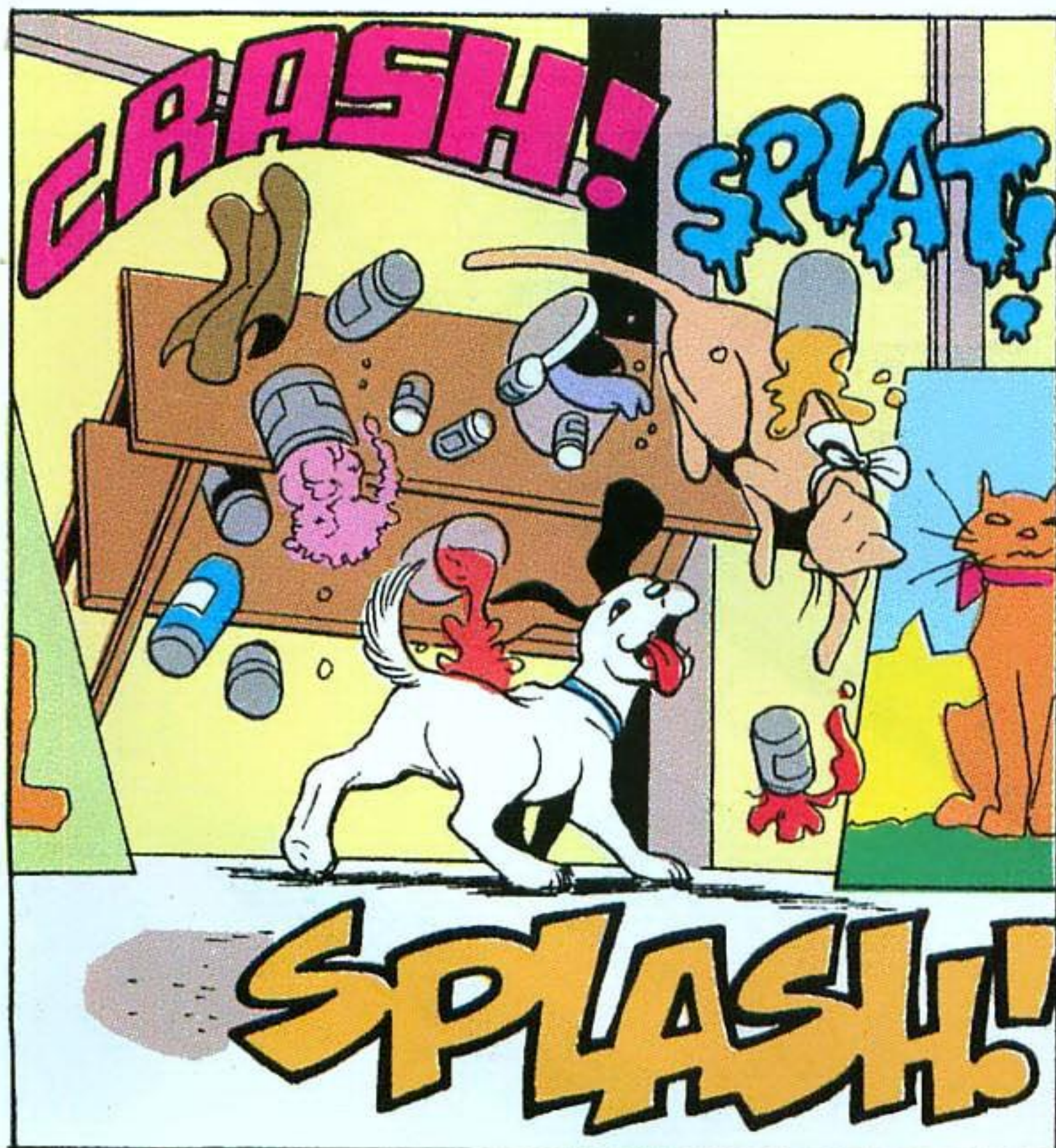
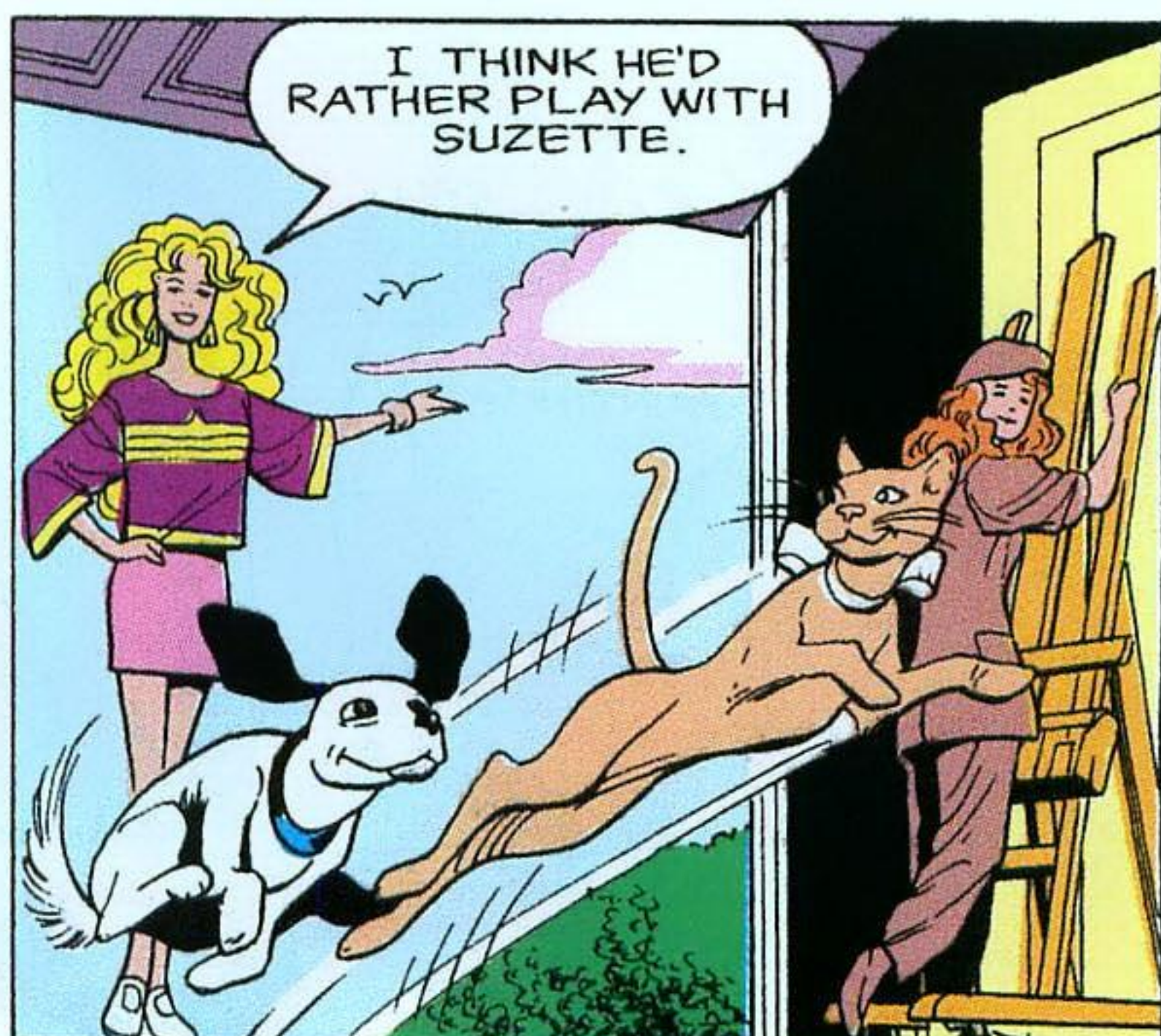
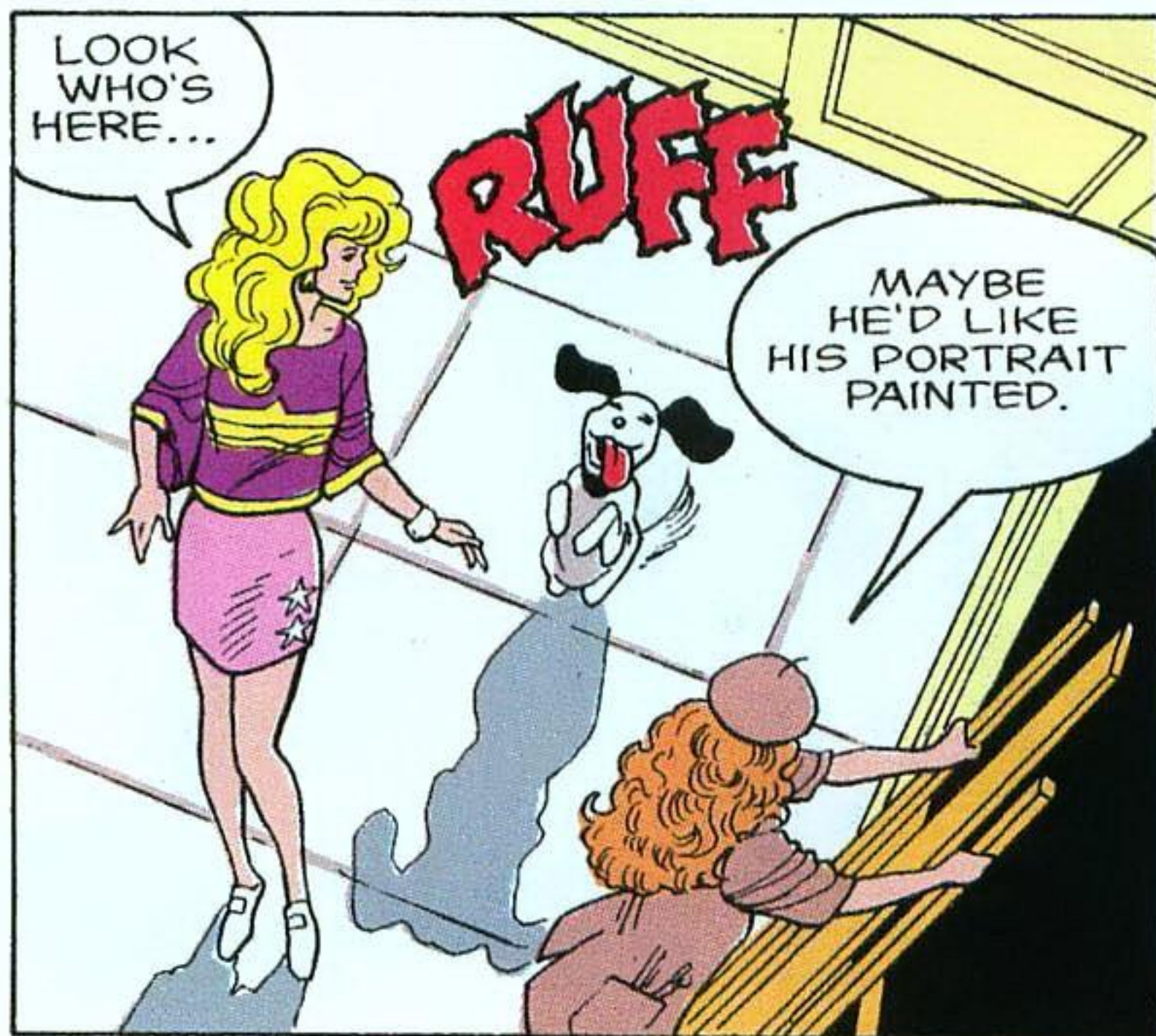
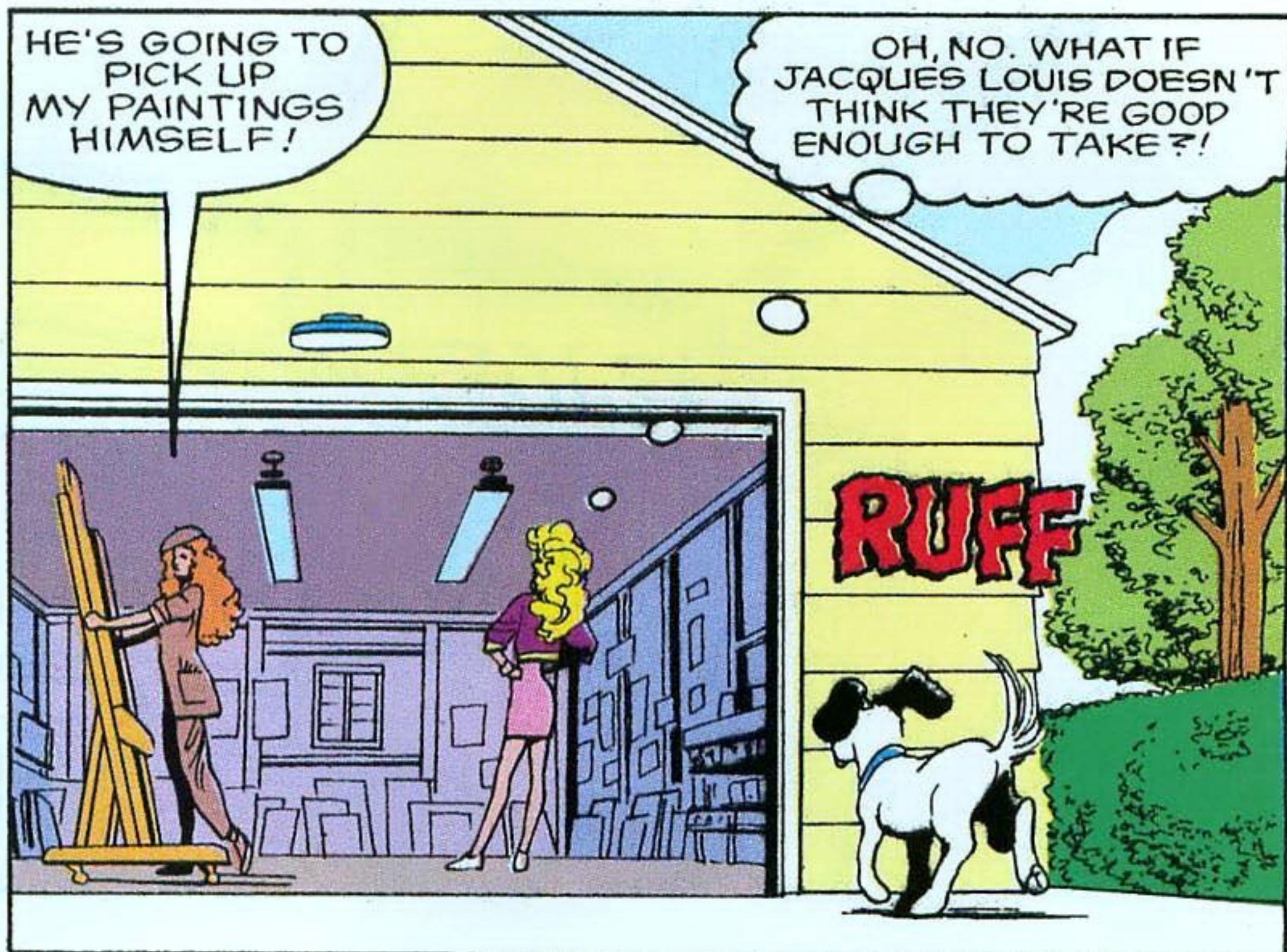
CHECK IT OUT!
NEW PIZZA SHAPED
MARSHMALLOWS IN
NINJA TURTLES®
BRAND SWEETENED
CEREAL!

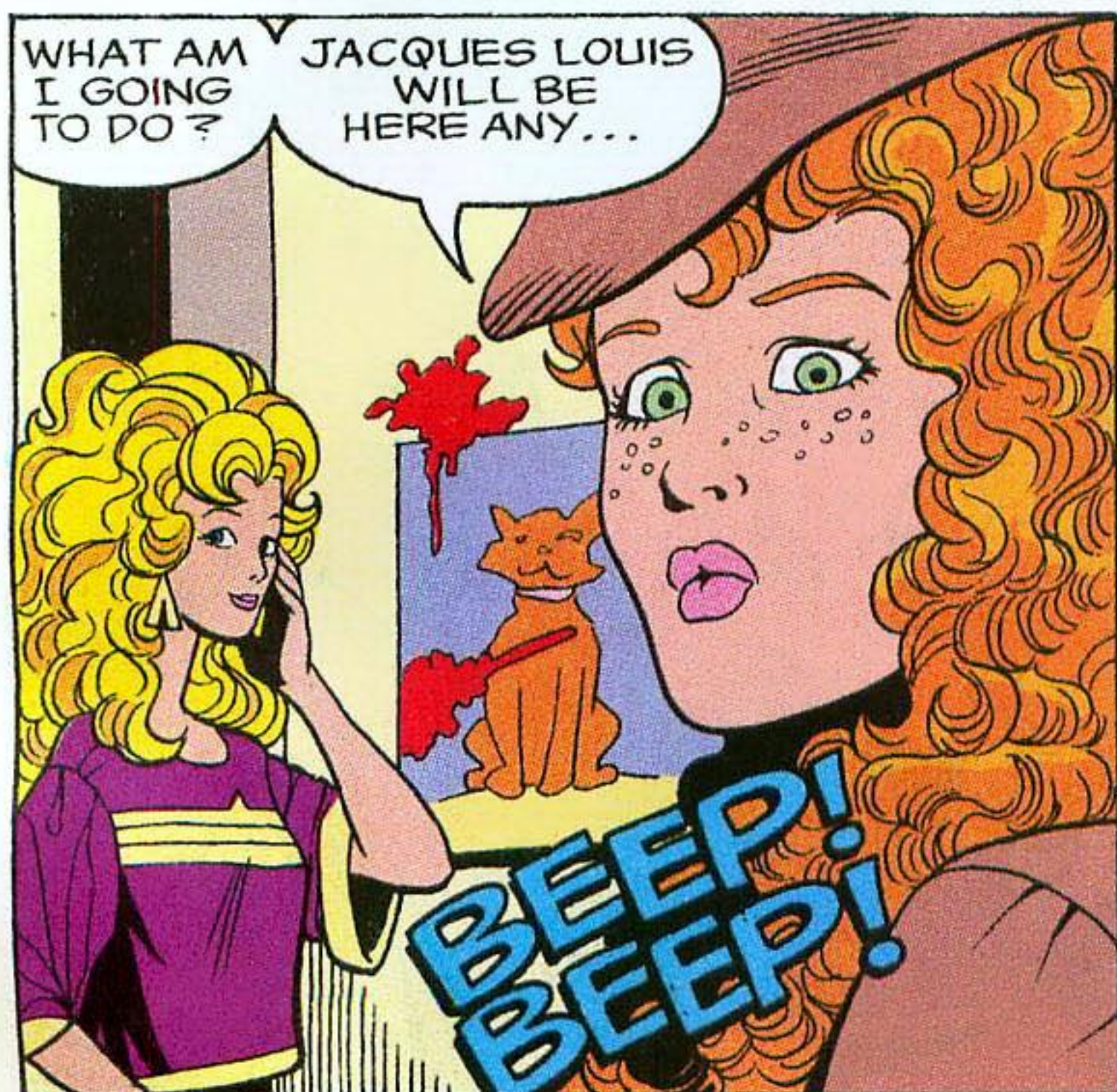
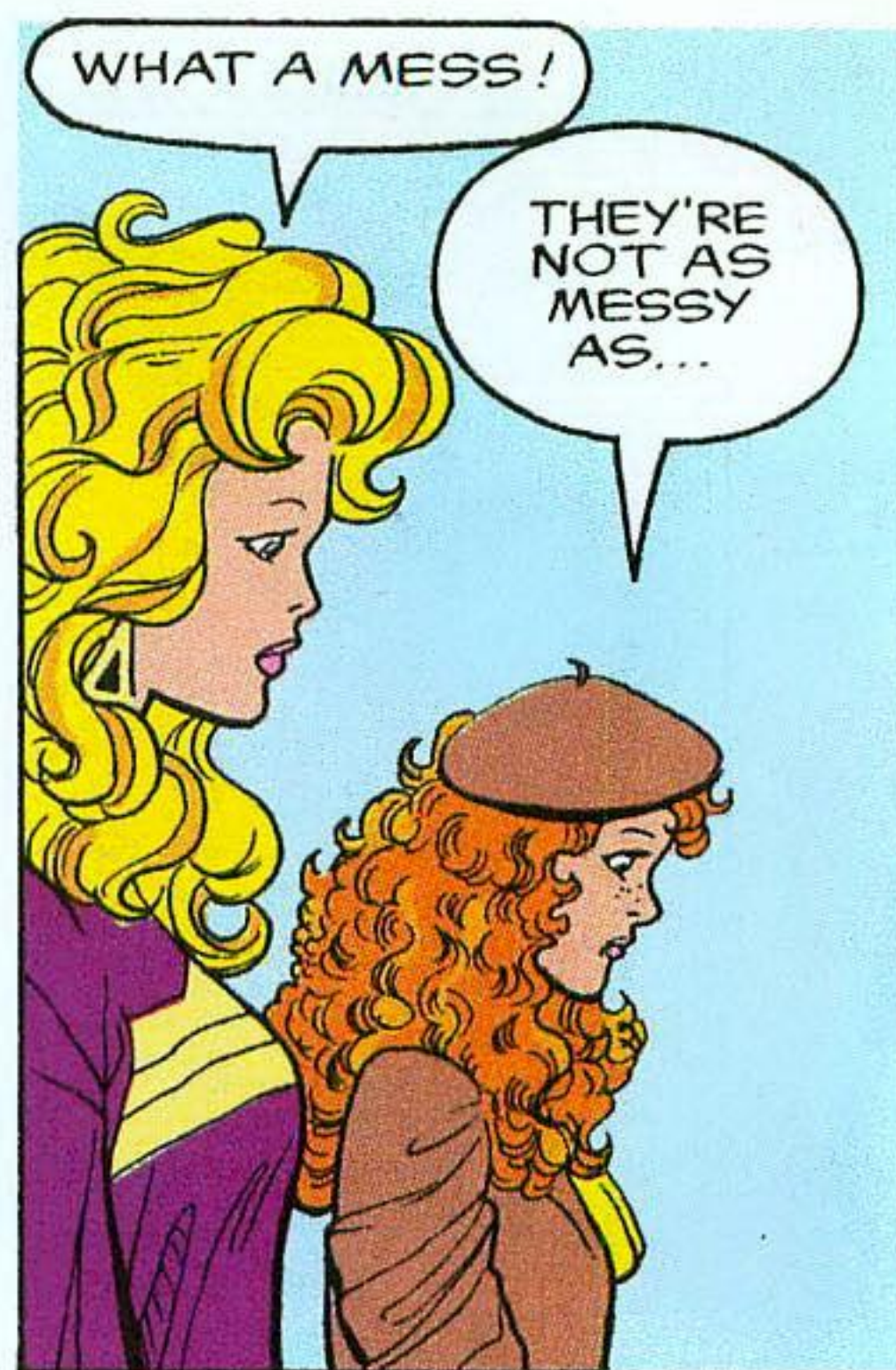
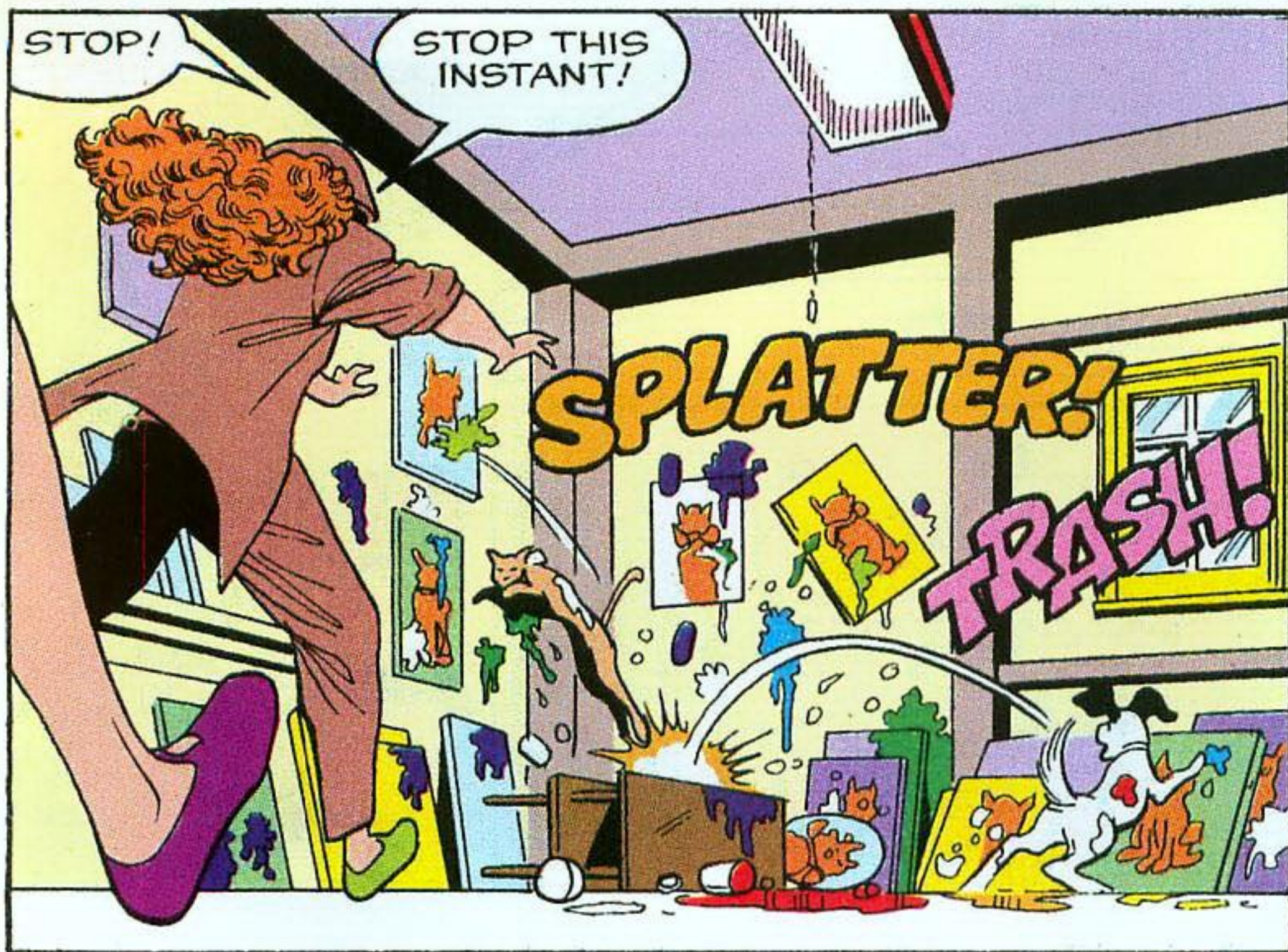
IT'S RADICAL
TASTING CEREAL
DUDES!

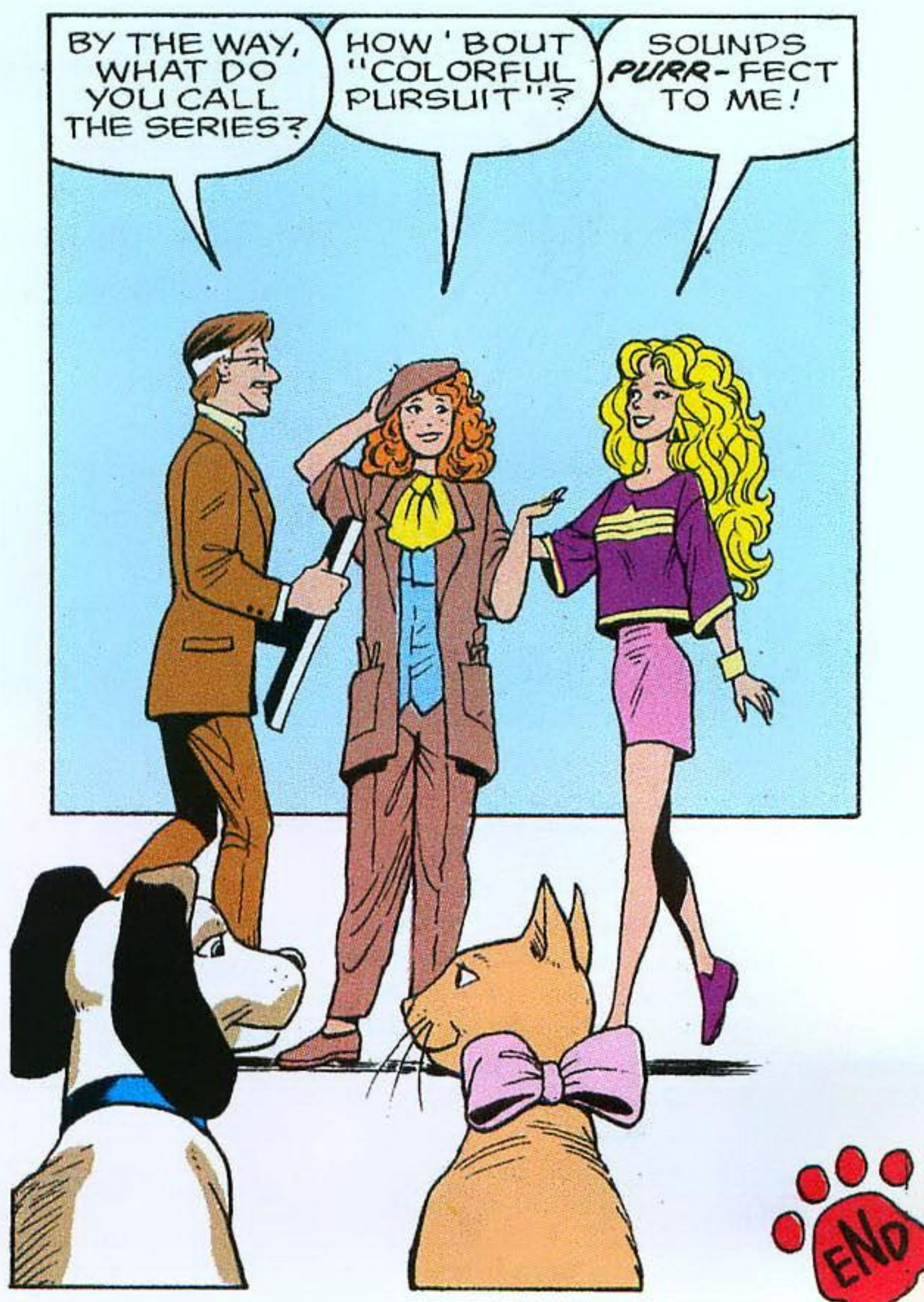
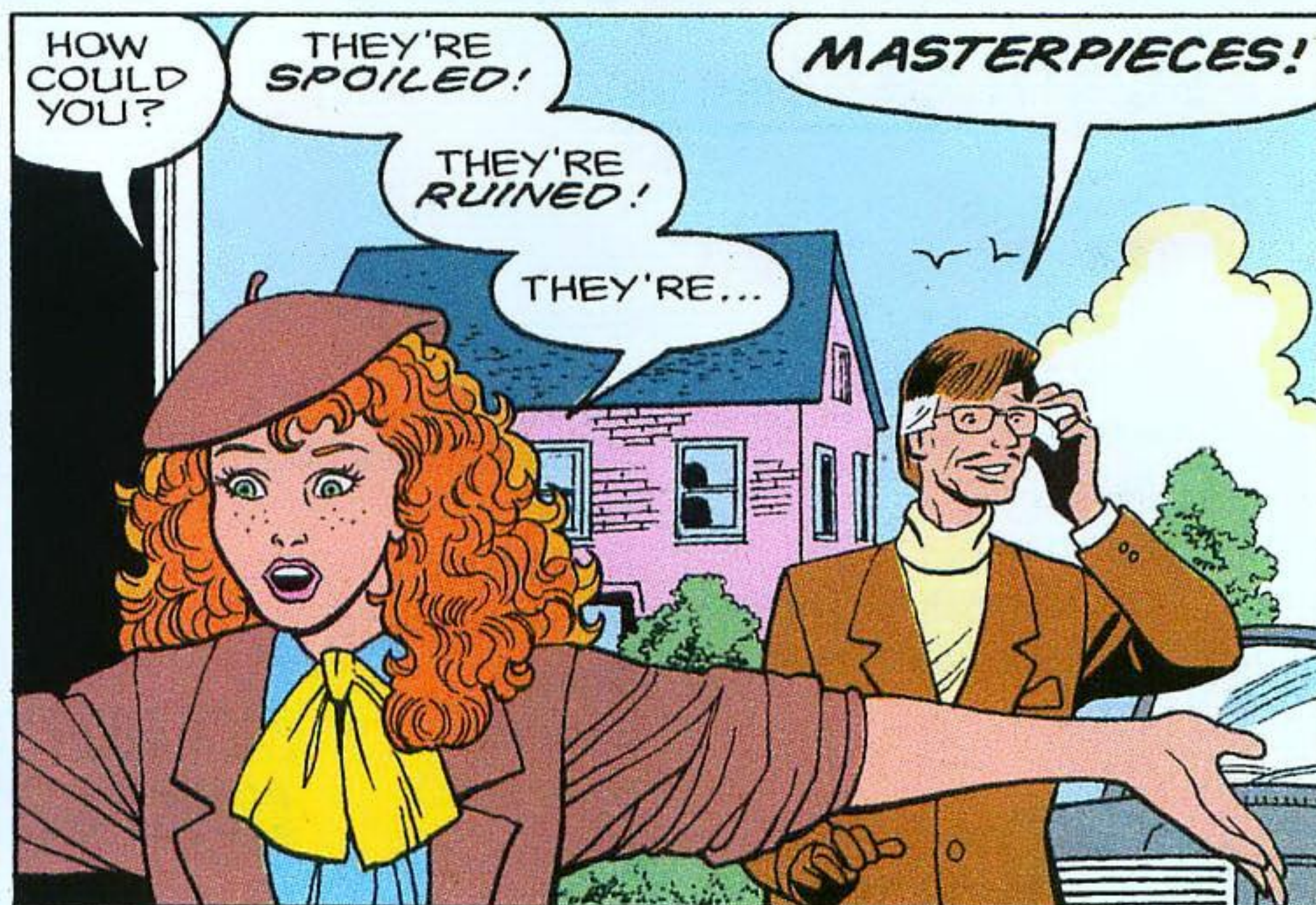
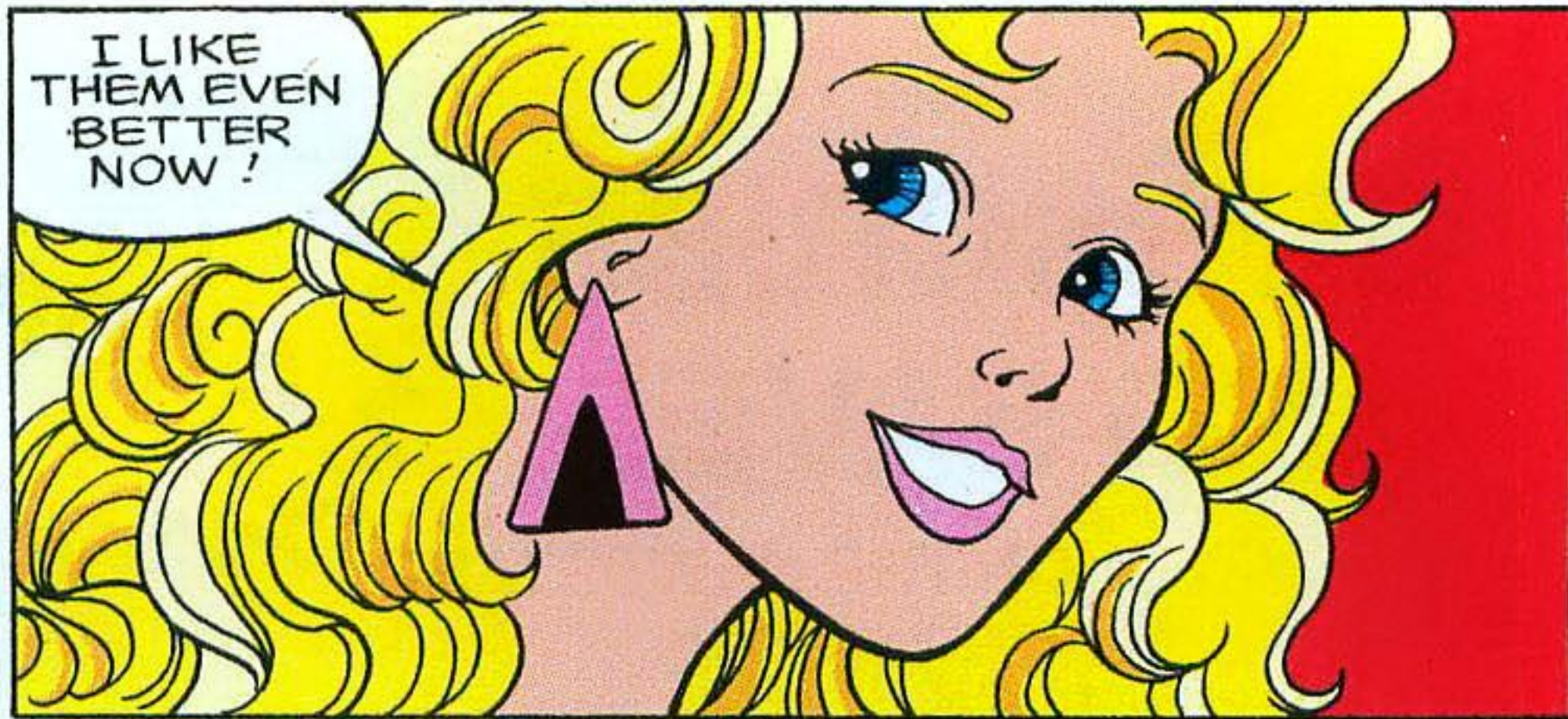
TEENAGE MUTANT NINJA
TURTLES
CEREAL

NEW

PIZZA-SHAPED
MARSHMALLOWS







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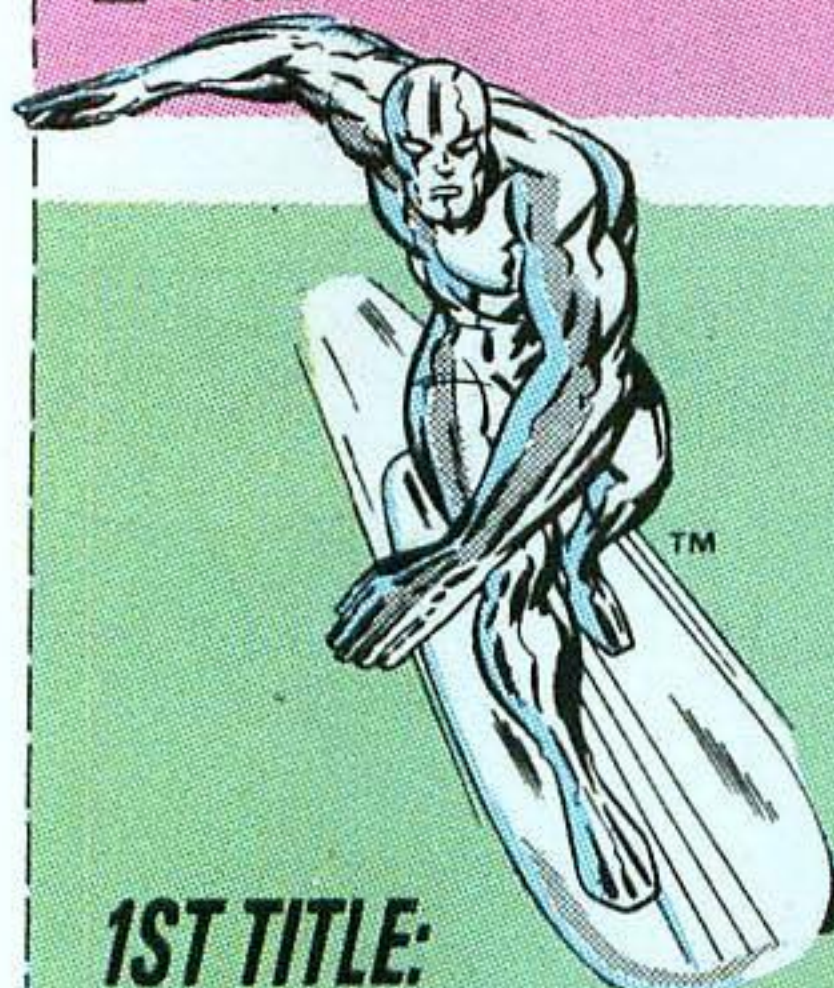
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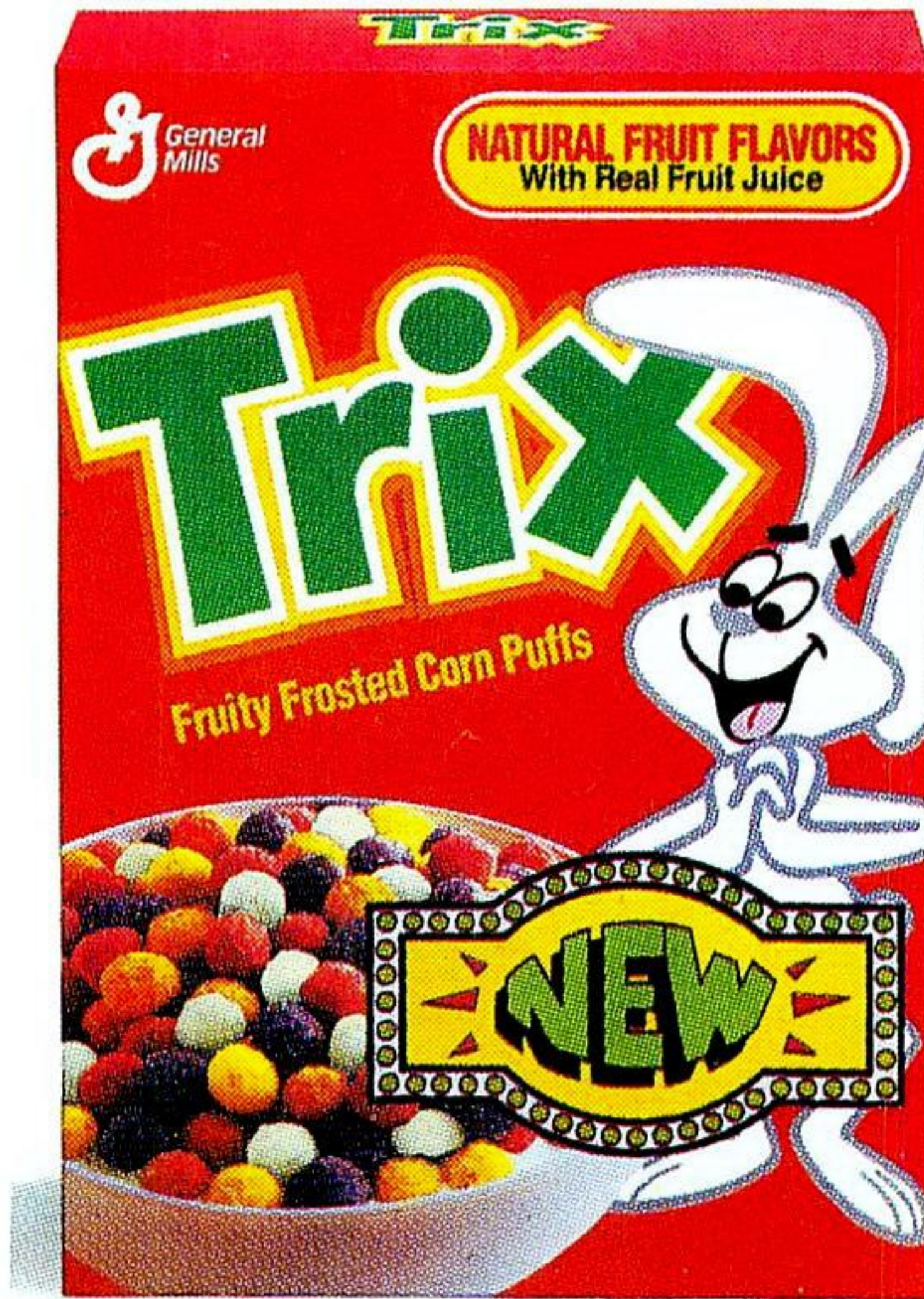
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